

MARVEL

PREMIERE
EDITION

ULTIMATE SPIDER-MAN

A full-page illustration of Spider-Man in his classic red and blue suit. He is shown in a dynamic, mid-air pose, with his right leg bent and his left leg extended upwards. His arms are outstretched, and he is looking directly at the viewer. The background is a dark blue with a subtle spider web pattern. The title "ULTIMATE SPIDER-MAN" is prominently displayed at the top in a stylized, metallic font. The Marvel logo and "PREMIERE EDITION" text are in the top left corner. At the bottom, the phrase "POWER AND RESPONSIBILITY" is written in a bold, white font with a red outline.

**POWER AND
RESPONSIBILITY**

ULTIMATE SPIDER-MAN



POWER & RESPONSIBILITY

ULTIMATE SPIDER-MAN

POWER & RESPONSIBILITY

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CHAPTER 1: POWERLESS
CHAPTER 2: GROWING PAINS
CHAPTER 3: WANNABE
CHAPTER 4: WITH GREAT POWER
CHAPTER 5: LIFE LESSONS
CHAPTER 6: BIG TIME SUPER HERO
CHAPTER 7: REVELATIONS



1





OZ EXPERIMENT 56
SUBJECT: ARACHNID NO. 00



YOU A
FAN OF GREEK
MYTHOLOGY,
JUSTIN?

NOT
REALLY,
SIR.

EVER
HEAR THE MYTH
OF ARACHNE?

CAN'T
SAY I HAVE,
MR. OSBORN.



THE STORY GOES THAT
ATHENA -- YOU KNOW ATHENA,
RIGHT? SEEMS SHE HEARD THERE
WAS THIS WOMAN ON EARTH -- A
MERE MORTAL, LIKE YOU AND
ME -- WHO HAPPENED TO BE
A BETTER SPINSTRESS
THAN SHE WAS.

SPINSTRESS?

ATHENA WASN'T
TOO HAPPY TO HEAR
THIS AND SHE CAME DOWN
TO EARTH AND DESTROYED
THE WOMAN'S
CREATIONS.

SOUNDS
LIKE A
WOMAN.

WHEN THIS
MORTAL GIRL SAW
WHAT HAD HAPPENED --
THAT SHE HAD INSULTED
THE GODS AND THAT HER
LIFE'S WORK HAD BEEN
DESTROYED -- SHE
HANGED HERSELF.



ATHENA TOOK PITY ON
THIS POOR GIRL, AND
TOUCHED HER ON THE
FOREHEAD WITH A
MAGIC LIQUID AND
SAID:

"YOU SHALL
NOT DIE, ARACHNE.
INSTEAD YOU SHALL
BE TRANSFORMED AND
WEAVE YOUR WEB
FOREVER."



AT ATHENA'S WORDS,
ARACHNE SHRANK AND
BLACKENED.

FIRST HER
NOSE AND EARS
FELL OFF, AND THEN
HER FINGERS TURNED
INTO LEGS --



-- WHAT WAS LEFT OF
HER BECAME HER BODY,
OUT OF WHICH SHE
SPINS AND WAS LEFT
TO SPIN HER
WEB.

MR.
OSBORN?

STAN
LEE
PRESENTS

POWERLESS

OSBORN INDUSTRIES, MAIN
LABORATORY FACILITY, LONG
ISLAND, NEW YORK...

MR. OSBORN,
YOUR LAWYER IS ON
THE CELL PHONE. SAYS
IT'S IMPORTANT.

IMPORTANT
TO WHOM?

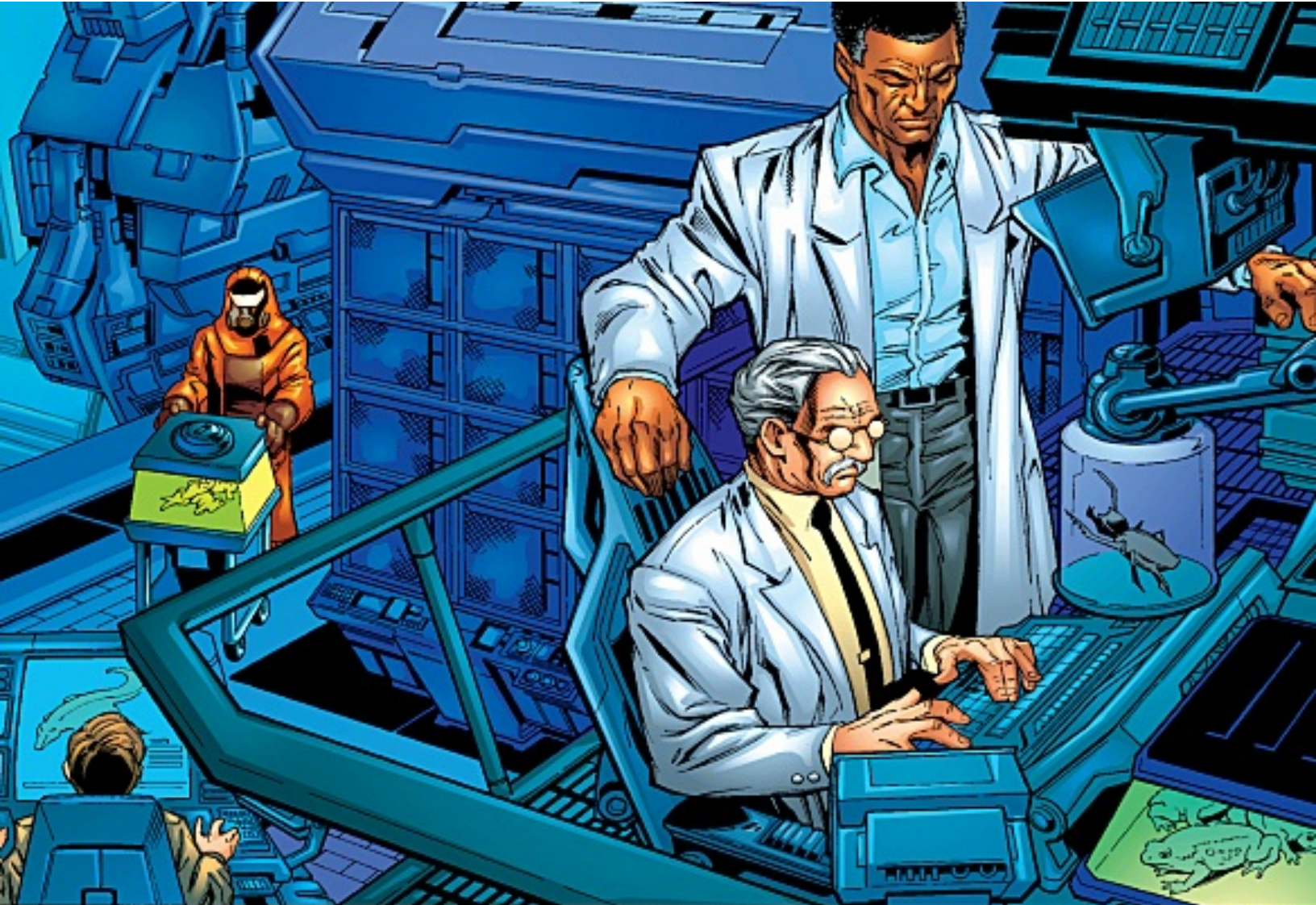
Based on the original story in
Amazing Fantasy #15 by
Stan Lee and Steve Ditko.

I TOLD YOU I
DON'T WANT TO
BE BOTHERED IN
MY LAB. TELL HIM
THERE IS NO ROOM
TO NEGOTIATE.
WHAT? NO. I
SAID NO.

NO! NOW
THAT YOU
DISTURBED
ME, LET ME
DISTURB
YOU.

LET ME TELL YOU WHAT
"OZ" MEANS. OZ IS A
WONDER DRUG. OZ IS
MY MOST SIGNIFICANT
INVENTION.

LET ME
TELL YOU WHAT
THIS NEW DISCOVERY
IS GOING TO MEAN
TO THE COUNTRY'S
ECONOMY! YES --
YES.



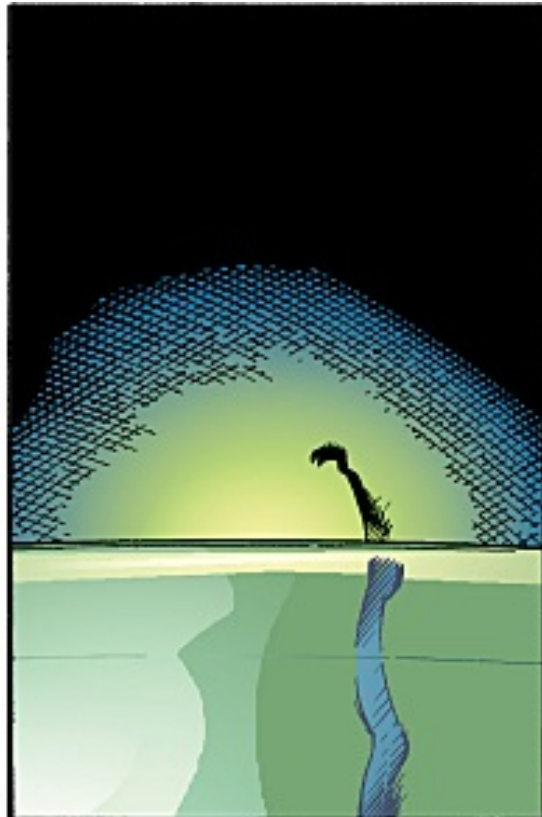
THE TESTING IS GOING VERY WELL. EXTREMELY WELL. WE ARE PRODUCT-TESTING IT NOW. WHAT? ON -- ON ALL SORTS OF -- ON MAMMALS, INSECTS.

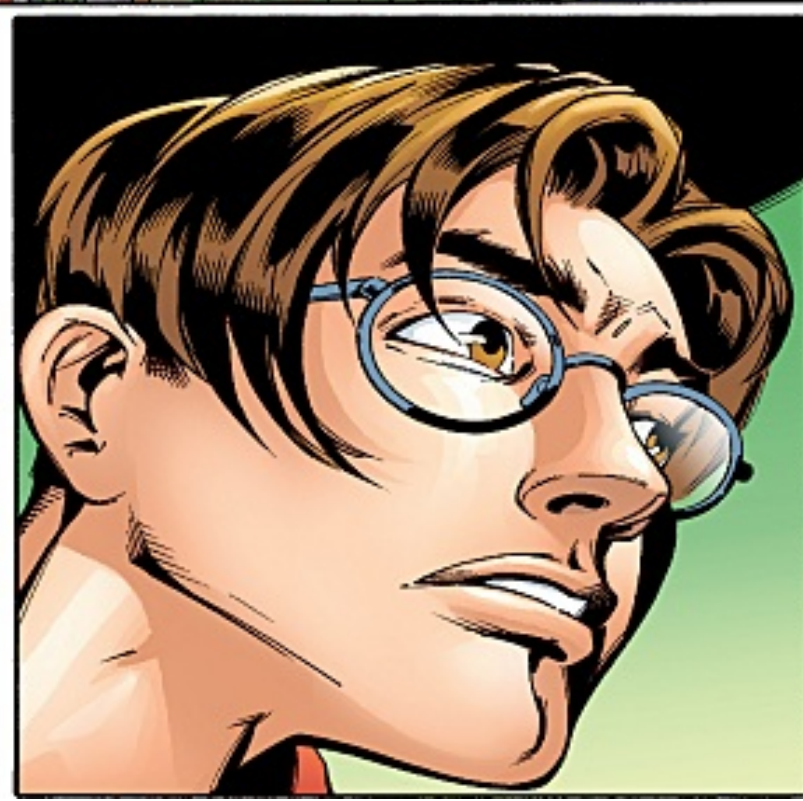
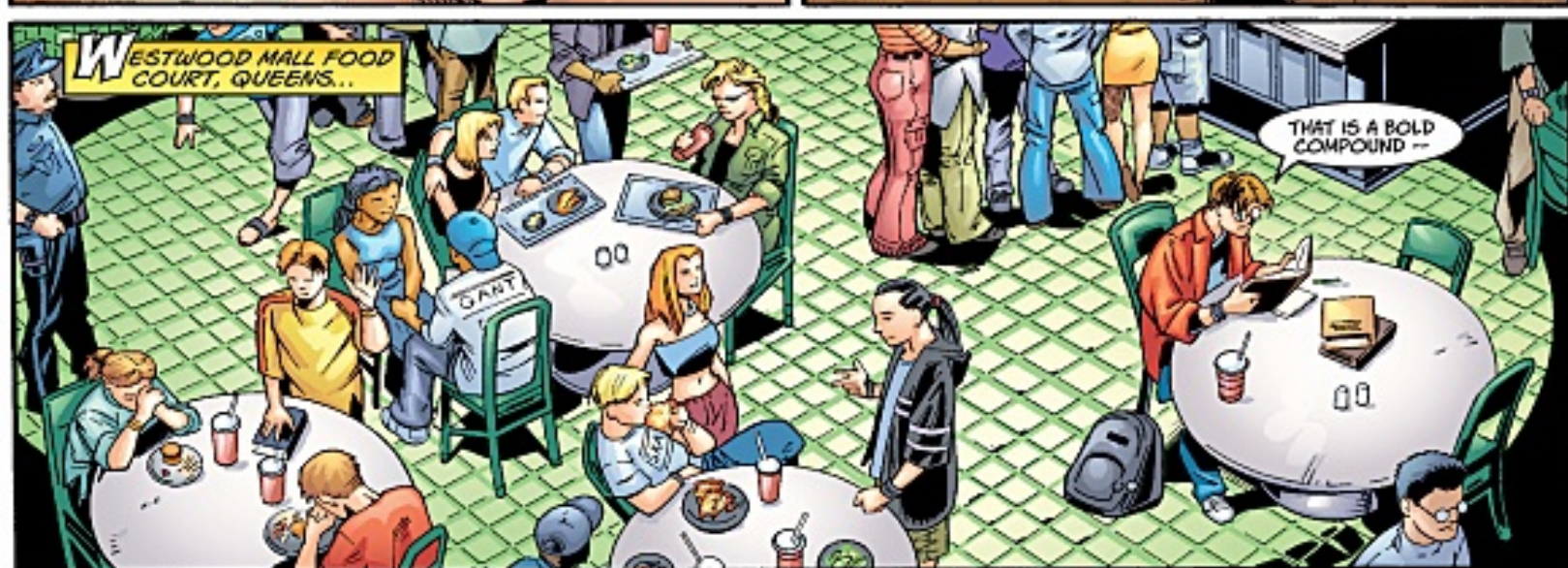
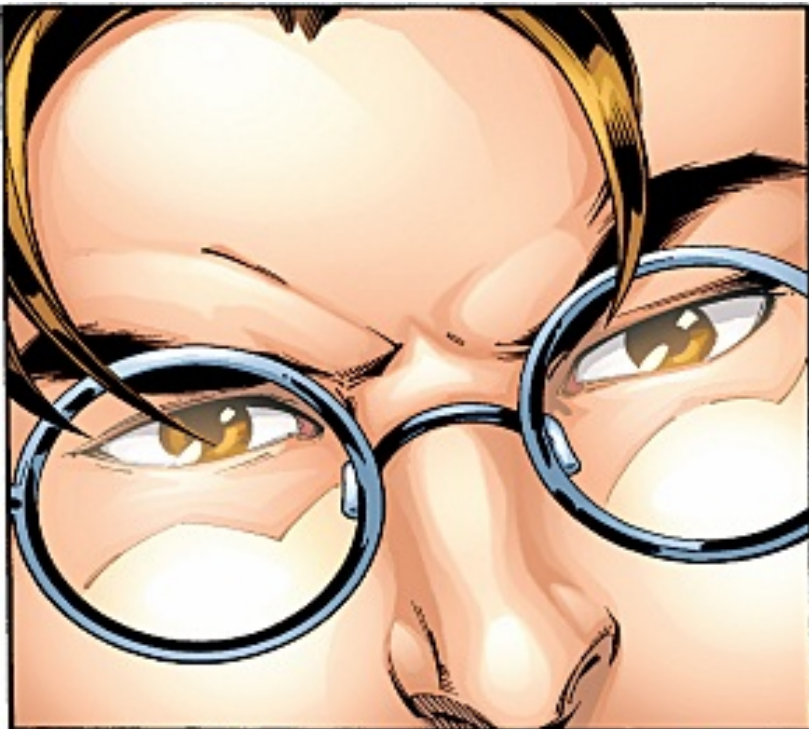
THE SPIDER ESPECIALLY HAS HAD SOME FASCINATING -- WELL, BELIEVE ME, IF I COULD GET AWAY WITH HUMAN SUBJECTS AT THIS STAGE, I WOULD. I'D START WITH YOU. BUT YES, HUMAN TESTING IS THE NEXT LOGICAL PHASE AND WE ARE LOOKING INTO --

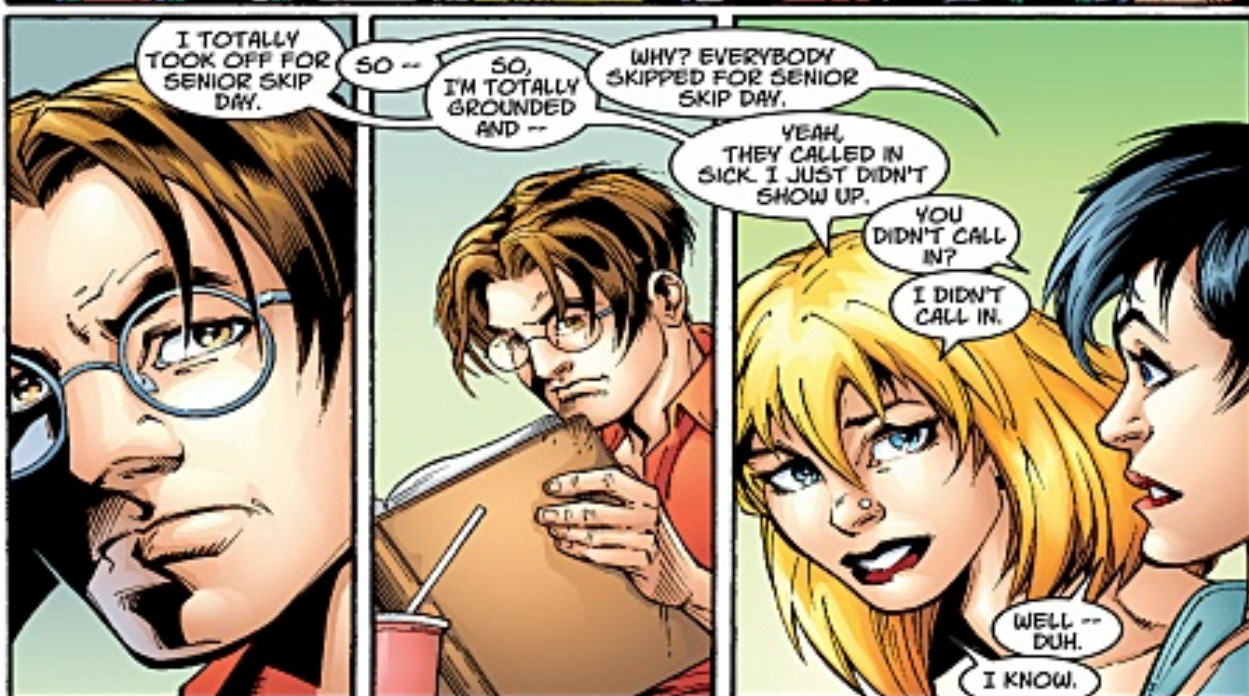
WELL, YOU TELL HIM THIS IS MY COMPANY AND MY DISCOVERY AND IF HE DOESN'T LIKE IT -- THAT'S RIGHT. OSBORN INDUSTRIES IS THE NAME ON THE DOOR, NOT -- RIGHT. GOOD.

AS LONG AS WE ALL KNOW WHO'S IN CHARGE HERE, WE'LL ALL BE FINE.

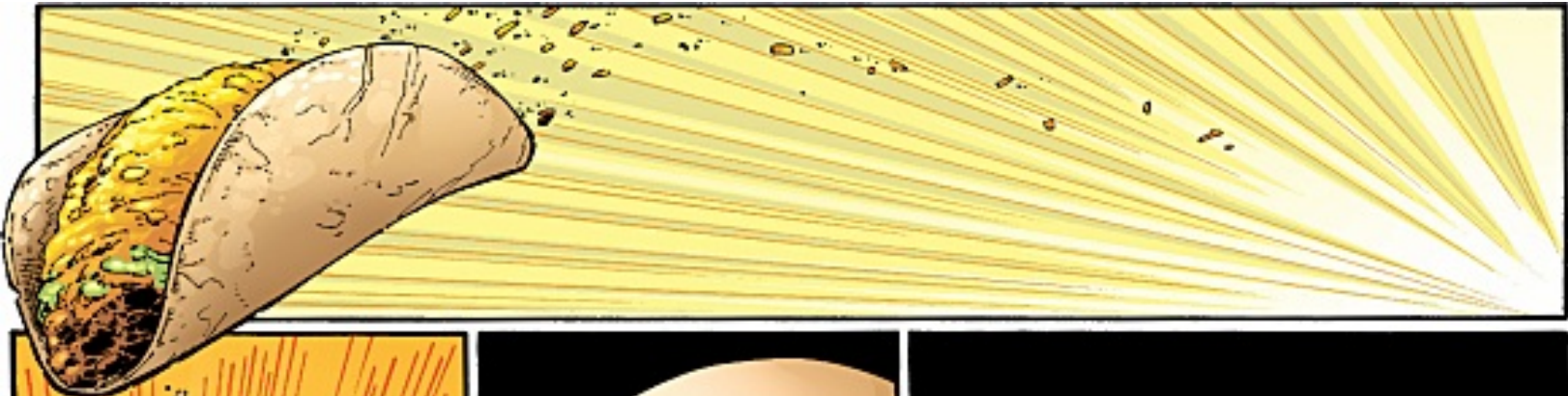














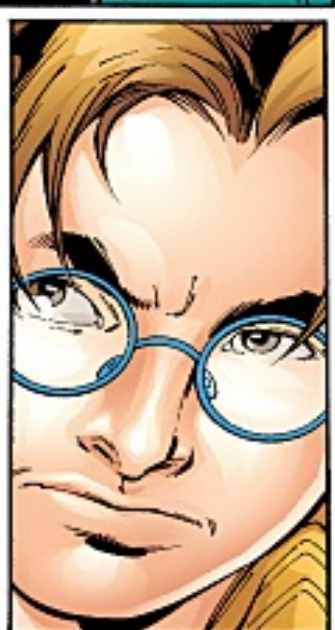
P.S. 163,
QUEENS
DISTRICT...



GOOOOAAAL!

THAT IS
DEFINITELY
WORTH TEN
POINTS.

TEN?
THAT WAS A SIX
TOPS.









THE PARKER HOME,
FOREST HILLS,
QUEENS...

SAD --

WHAT?

SOCIAL ANXIETY
DISORDER --

WHAT?

SOCIAL...
ANXIETY...
DISORDER --

WILL YOU
LEAVE
THE KID
ALONE?

I
THINK IT'S WORTH
INVESTIGATING.

THEN
LEAVE ME
ALONE.

NO, NO I
DON'T. HE'S
A SMART AND
RESOURCEFUL
KID.

DON'T YOU
WORRY ABOUT
OUR LITTLE
PETER?

BUT
HE'S SO
QUIET.

HE'S
THINKING.

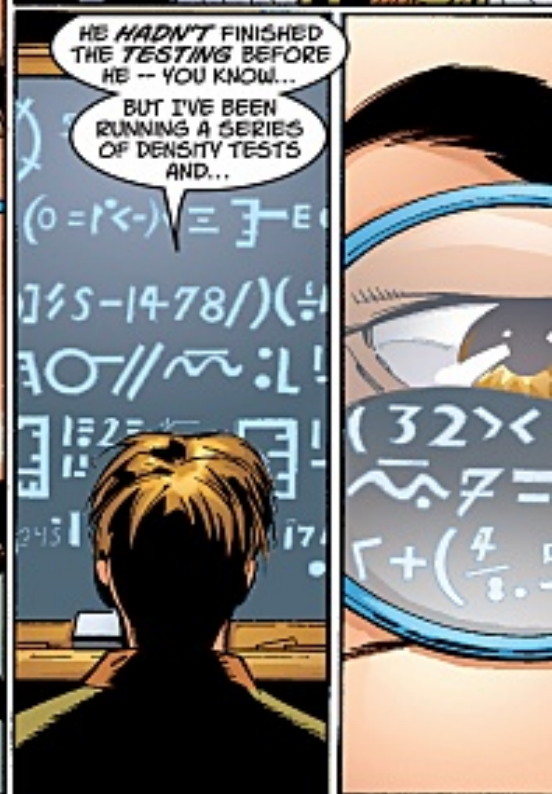
I DON'T LIKE IT.
HE USED TO BE
SUCH A HAPPY,
LITTLE BOY.

AND NOW HE'S
A CONTEMPLATIVE
LITTLE MAN.

JUST
LIKE HIS
FATHER
WAS.

THAT'S
RIGHT.

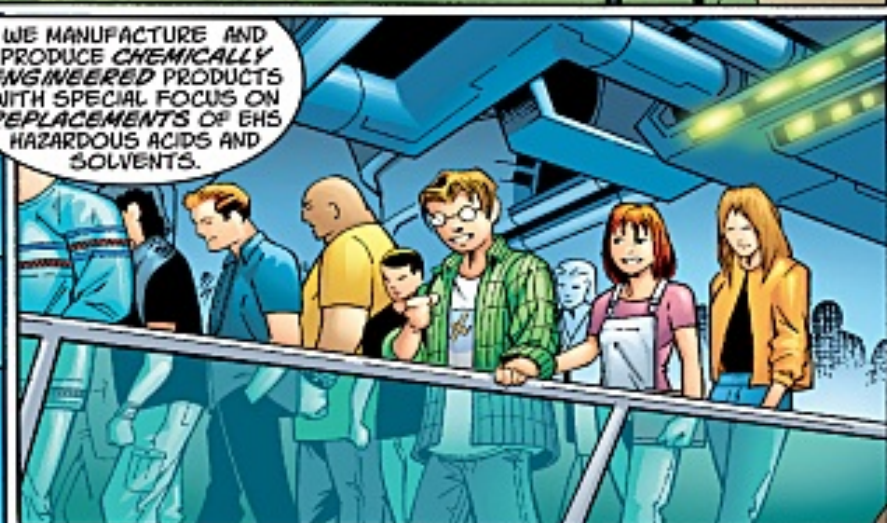
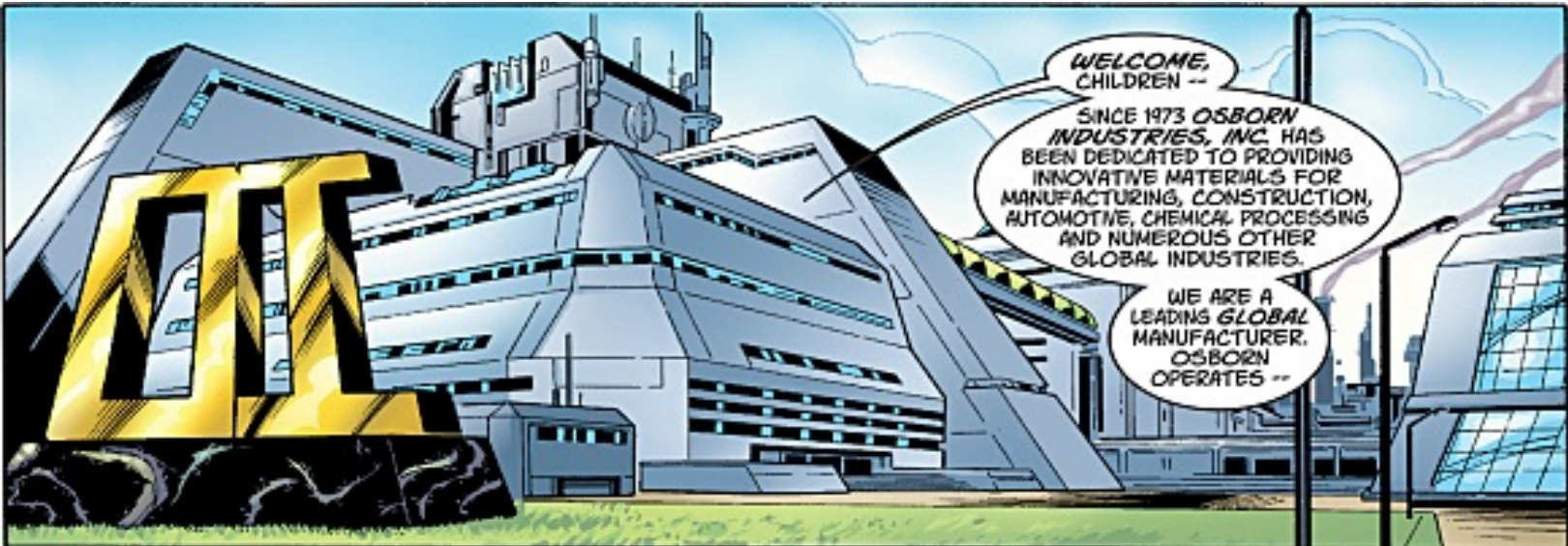








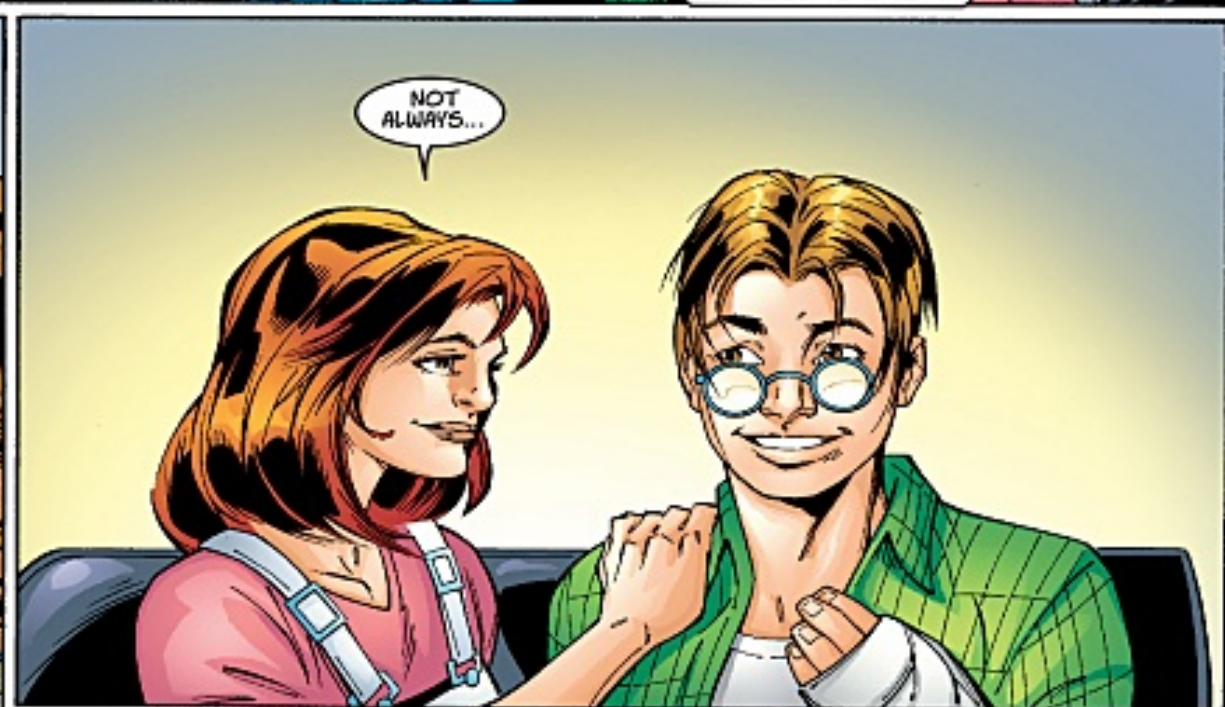














SEEMS THERE WAS AN INCIDENT ON THE MAIN LABORATORY FLOOR.
ONE OF YOUR SON'S CLASSMATES WAS BITTEN BY THE "OO" ARACHNID SPECIMEN.



HARRY SHOWS UP AND SOMETHING TURNS TO CRAP. WHAT A SHOCKER.



NAME'S PETER PARKER. HE WAS BIT ON THE HAND.

BY THE SPECIMEN --

YES.

OUR SPECIMEN?

YES.

WHY WASN'T IT IN CONTAINMENT?



WE ARE CHECKING ON THAT, SIR. I DON'T KNOW. BUT THE SPECIMEN WAS DESTROYED IN THE CHAOS, SIR.



FIRE THE FLOOR MANAGER. I WANT HER GONE WITHIN THE HOUR.



YES, SIR.



LEGAL OBLIGATIONS?

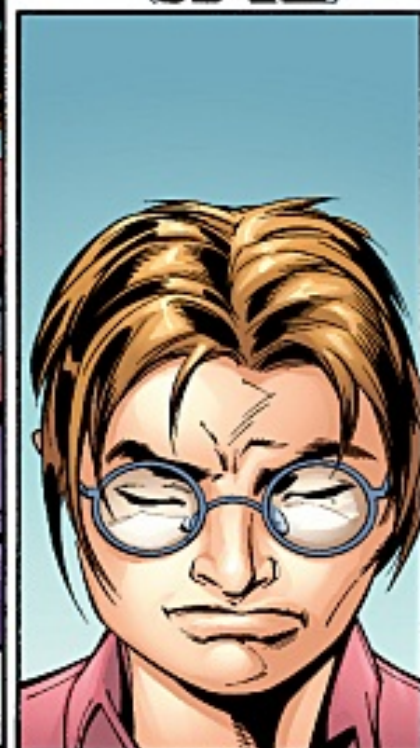
IF THEY SUE, THEY SUE THE SCHOOL, RIGHT?

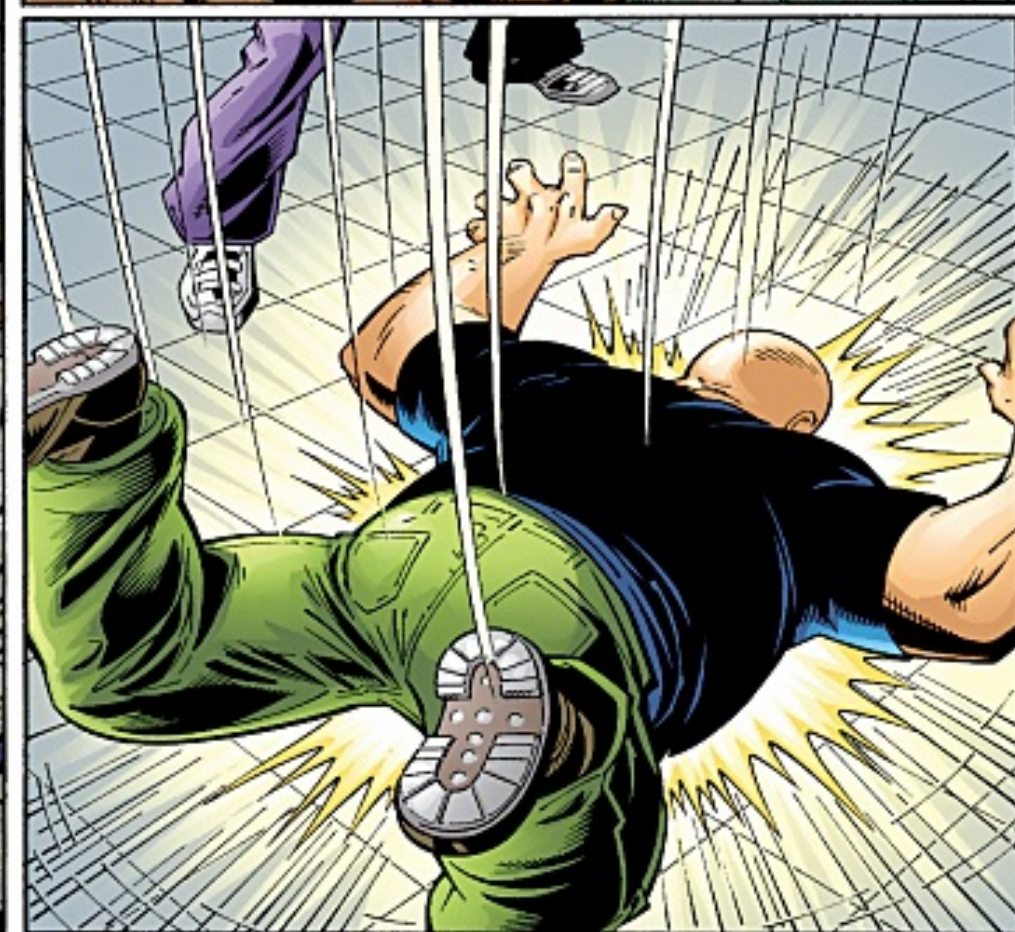
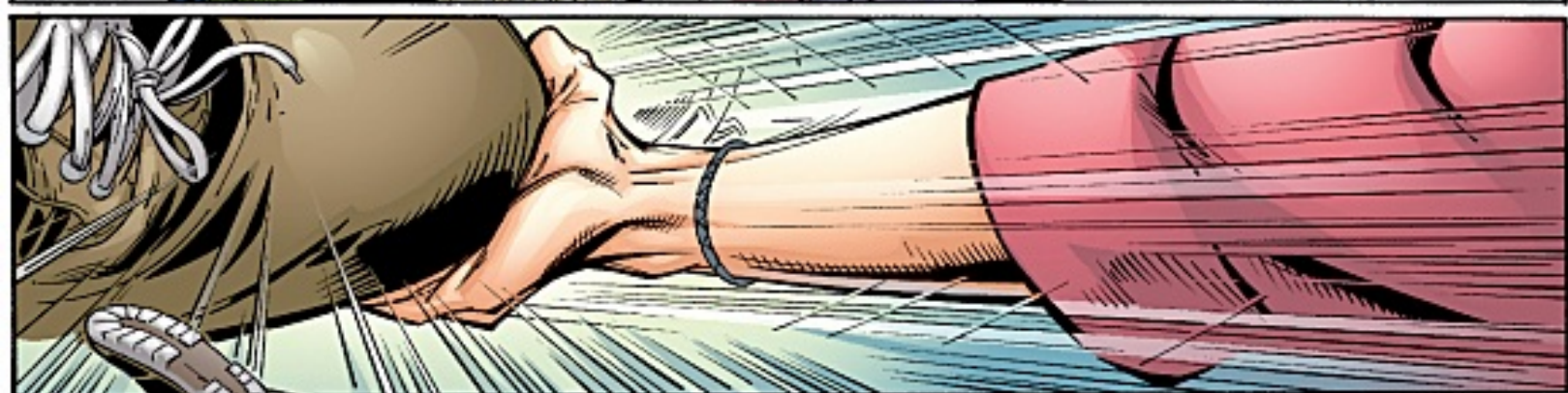
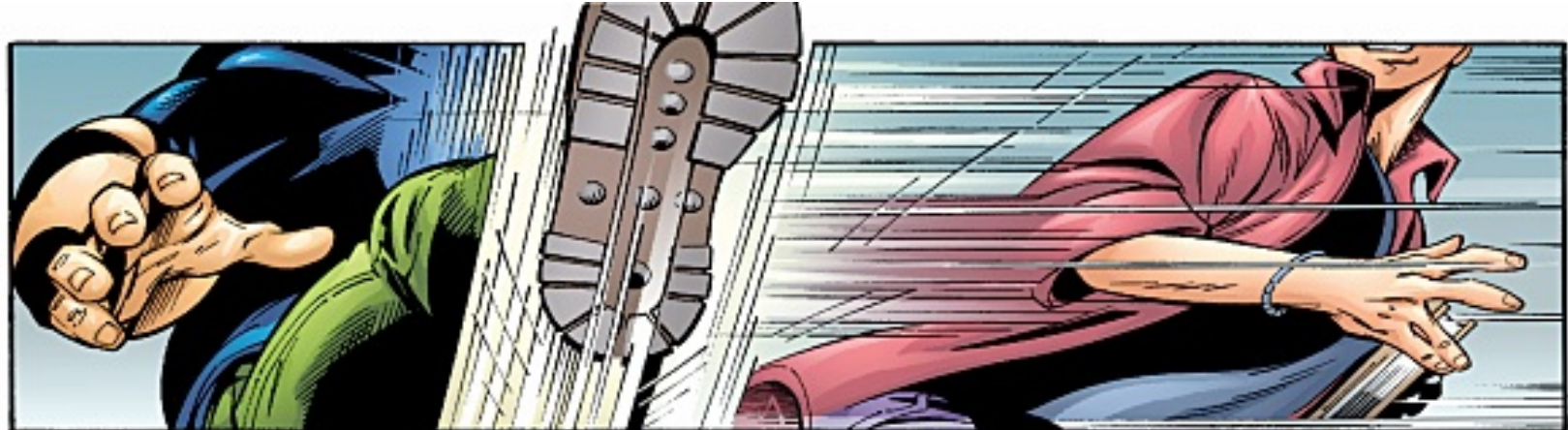
IF THEY SUE, THEY SUE US. THE SCHOOL DOESN'T HAVE ANY MONEY.

WE EITHER SETTLE IMMEDIATELY OR WE START BUILDING OUR DEFENSE NOW AND WAIT FOR THE HIT.















AAAHH!



OH MY GOD! THANK THE -- PETER ARE YOU OKAY?

UH -- YEAH. YEAH. I'M FINE.

YOU'RE NOT FINE, SWEETIE. YOU FAINTED.



HOW MANY FINGERS AM I HOLDING UP, SON?

THREE.

ANY DIZZINESS? BLURRED VISION? NAUSEA?



NO. I'M THIRSTY, THOUGH. I'M REALLY THIRSTY.

NURSE?

YES, DOCTOR.

SO, WHAT HAPPENED BACK AT THE SCHOOL PETER?



I DON'T -- I DON'T KNOW EXACTLY. I JUST SORT OF CHECKED OUT, I GUESS.

HOW'S YOUR HAND?



OH -- YEAH. NO, IT'S FINE. IT DOESN'T EVEN HURT ANYMORE.



HAVE YOU BEEN TAKING ANY DRUGS AT ALL? MARIJUANA?



NO, OF COURSE NOT.



NOW'S THE TIME TO TELL ME, PETER. WE ARE GOING TO RUN BLOOD AND URINE TESTS. SO --



NO, I SWEAR. I WOULDN'T EVEN KNOW WHERE TO GET ANY.

THE THING IS THAT PETER HAS ALWAYS SUFFERED FROM ENVIRONMENTAL ALLERGIES.

MAYBE THE SPIDER BITE MIXED WITH THE --



MAYBE -- WE'LL RUN A FULL BLOOD WORK AND SOME X-RAYS, MAKE SURE NOTHING GOT FRACTURED.



I NEED YOU TO JUST RELAX YOUR ARM, OK? IT'LL ONLY STING FOR A SEC.



HUH.

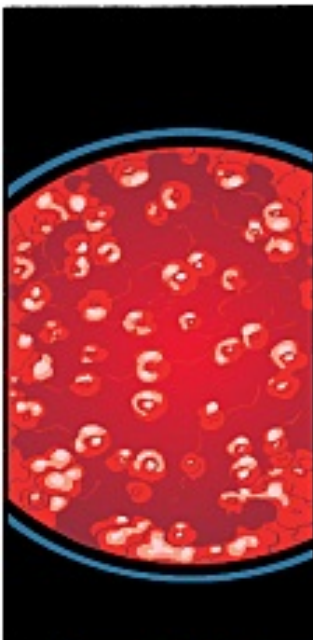


THICK SKIN YOU GOT THERE.



YOU COULDA FOOLED ME.





SIR?

THE OZ,
IT'S KILLING
HIM.

HOW?



WELL, I
DON'T KNOW,
DO I?!!



THEY'LL
TRACE IT
BACK TO THE
LAB.

YES.

SET
THE PROJECT
BACK. MAYBE
FOREVER.

YES.



HOW
LONG DOES
HE HAVE?

NOT
LONG.



SO,
HE'S GOING
TO DIE --



YES.



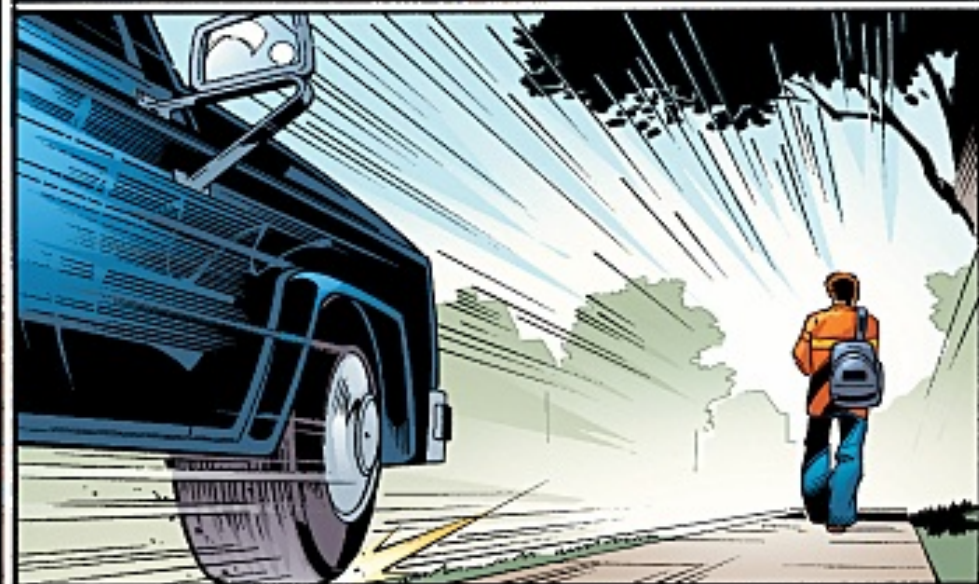
SO, NO
MATTER WHAT,
HE'S GOING TO
DIE?

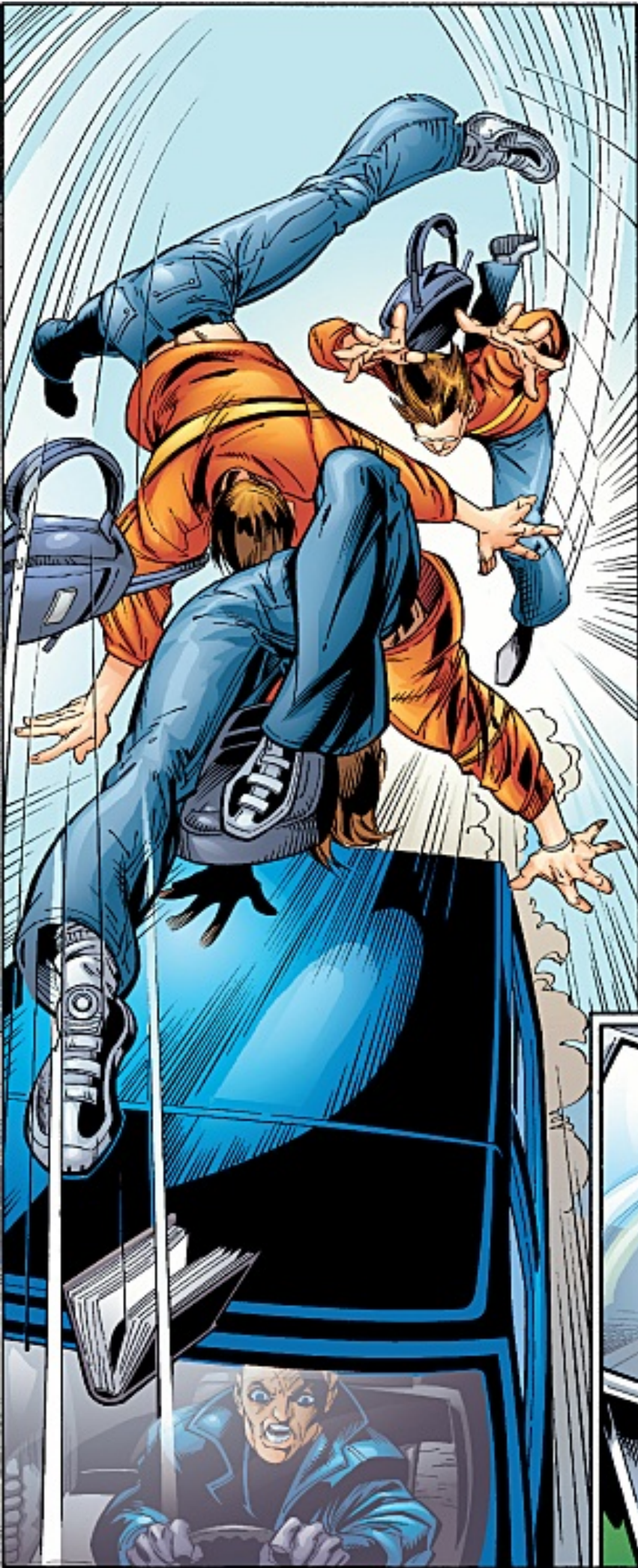


SHAW?

TAKEN
CARE OF,
SIR.















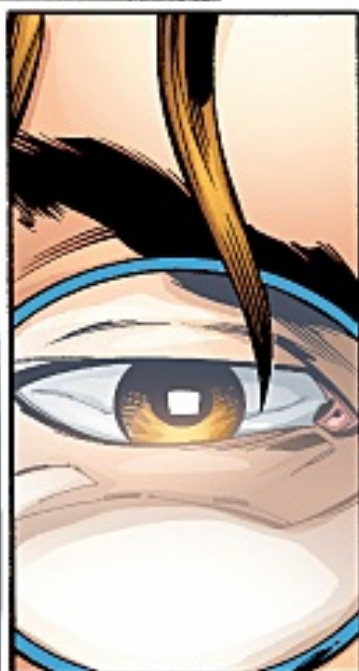
SEARCH:

WWW.OSBORNINDUSTRIES.COM

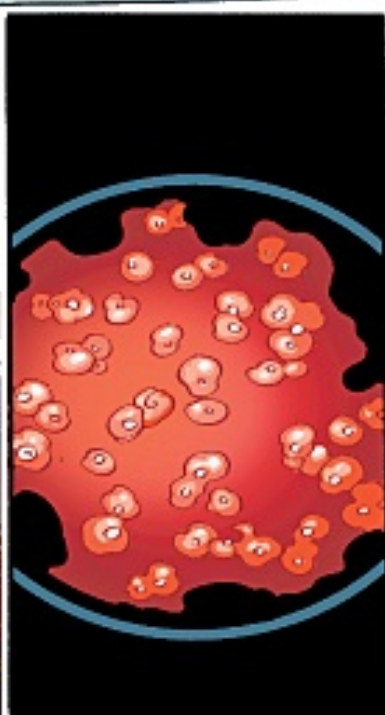


SEARCH:

SPIDERS.

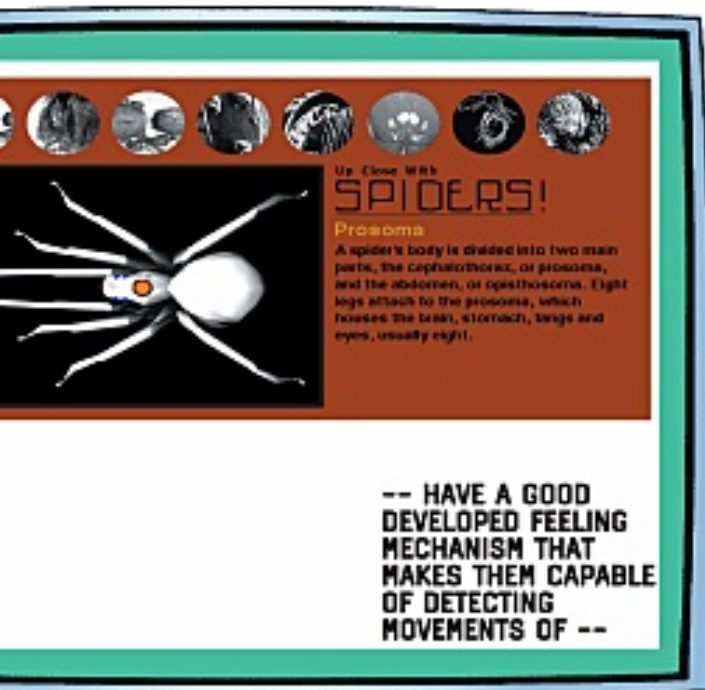
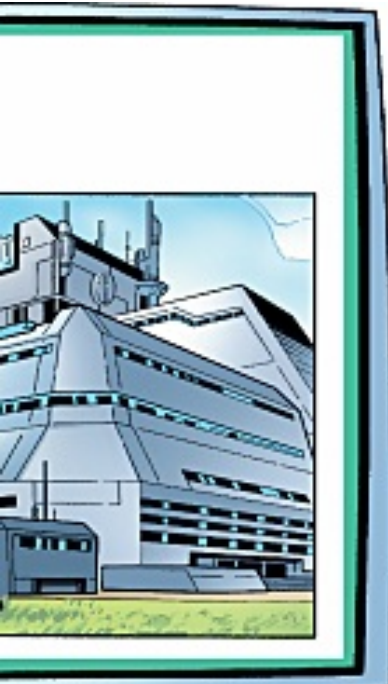


MANY PEOPLE
CONFUSE SPIDERS
WITH INSECTS. BOTH
BELONG TO THE
PHYLUM ARTHROPODA
IN THE ANIMAL
KINGDOM --

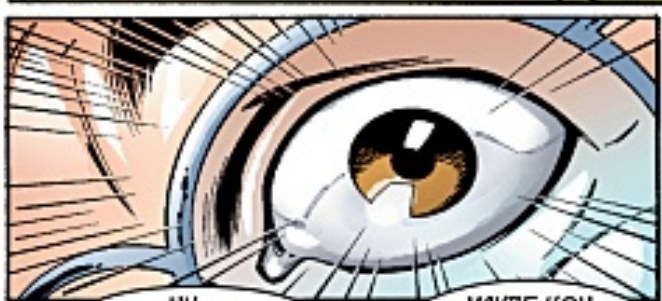
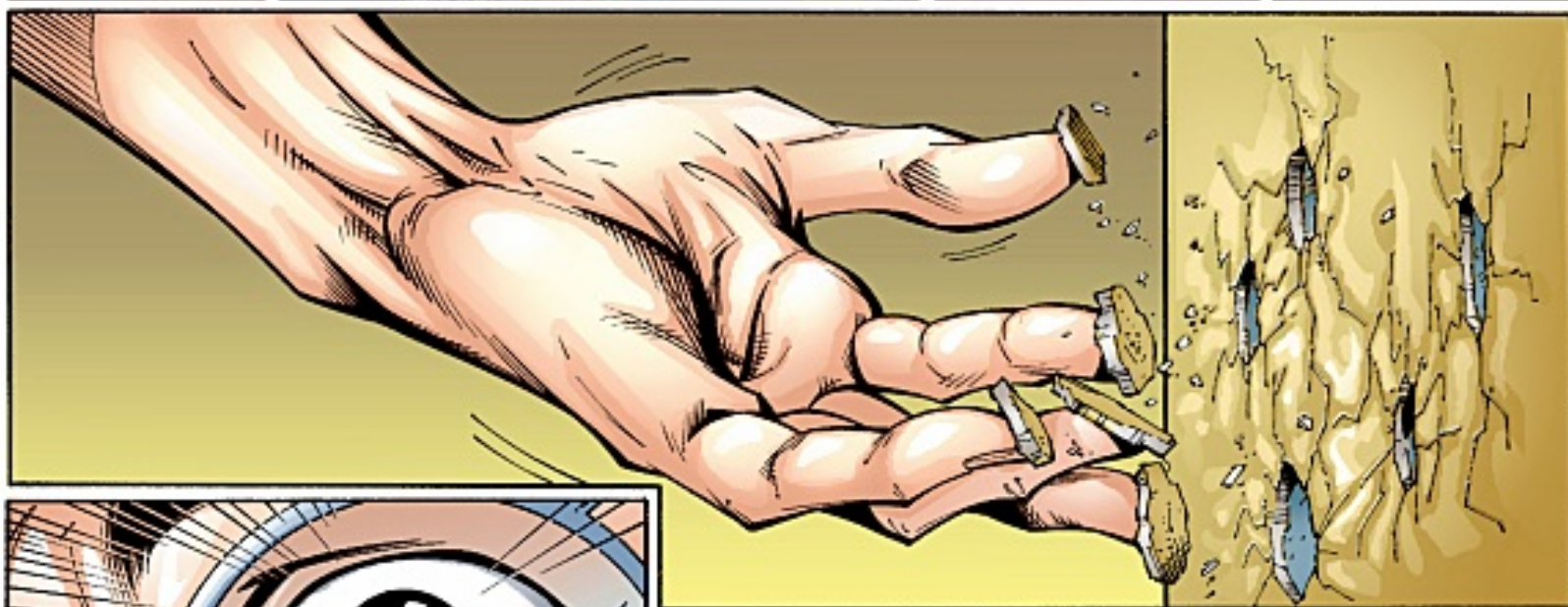


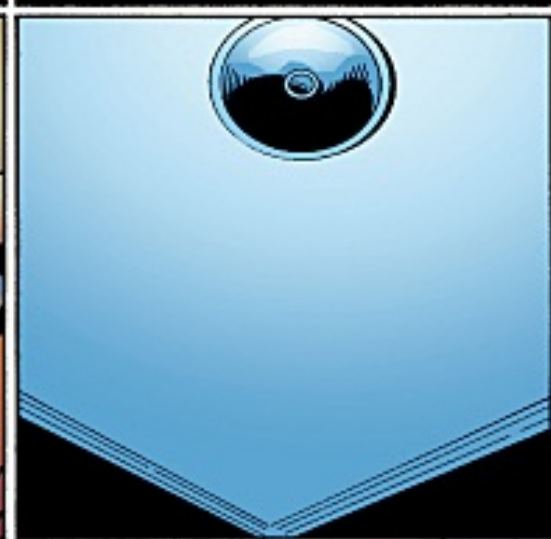
WELL,
WHADDAYA
THINK OF
THAT.



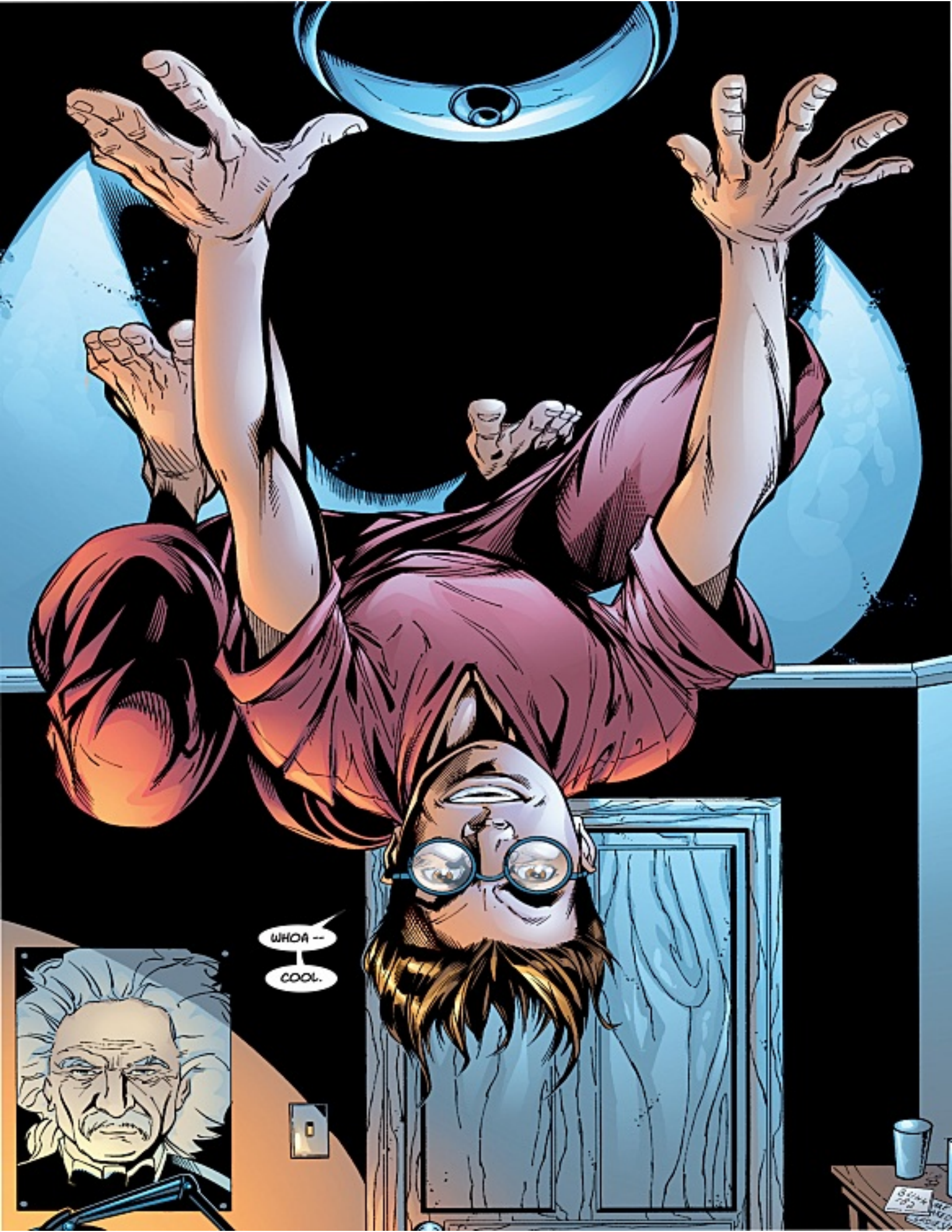












WHOA --

COOL.





IN 1930,
THE REPUBLICANS
CONTROLLED THE HOUSE
OF REPRESENTATIVES IN
AN EFFORT TO ELEVATE
THE EFFECTS OF THE...
ANYONE? ANYONE?
THE GREAT
DEPRESSION.

PASSED
THE...? ANYONE?
ANYONE?
THE
TARIFF BILL. THE
SMOOT-HAWLEY
TARIFF ACT.

WHASS
LEARN
GO IS

ANYONE? RAISED OR
LOWERED? RAISED TARIFFS.
IN ORDER TO COLLECT MORE
REVENUE FOR THE FEDERAL
GOVERNMENT.

ANYONE KNOW THE EFFECTS?
IT DID NOT WORK AND THE UNITED
STATES GOVERNMENT SANK
DEEPER INTO THE GREAT
DEPRESSION.

TODAY WE HAVE A SIMILAR
DEBATE OVER THIS: ANYONE?
ANYONE KNOW WHAT
THIS IS?

ANYONE? ANYONE?
ANYONE SEEN THIS
BEFORE? THE LAFFER
ACT. ANYONE
KNOW WHAT THIS
SAYS?

IT SAYS THAT
AT THIS POINT ON
THE REVENUE CURVE
YOU WILL GET EXACTLY
THE SAME AMOUNT
OF REVENUE AS
THIS POINT.

THIS IS VERY
CONTROVERSIAL. DOES
ANYONE KNOW WHAT
VICE PRESIDENT BUSH
CALLED THIS IN
1980?

ANYONE? SOMETHING
D-O-O ECONOMICS.

VOODOO
ECONOMICS.

GROWING PAINS





PARKER...?

OH!
HA HA HA!
OH MY GOD!
YOU ARE THE
HUGEST
SPAZOID!

"AND
FOR MY NEXT
TRICK -- I SHALL
ACTUALLY TRIP
WHILE SITTING
DOWN."



HEY! HOW
ABOUT YOU
SHUT THAT STUPID
FACE OF YOURS
OR I'LL SHUT IT
FOR YOU!



HA HA HA HA
OH MAN --

DID HE
JUST --?
NO. HA HA
HA HA HA
HAH!



OKAY. THAT'S QUITE
ENOUGH. PETER,
PLEASE.

JUST --
JUST GO COOL
OFF AND SEE IF
YOU CAN'T
FIND ANOTHER
DESK.



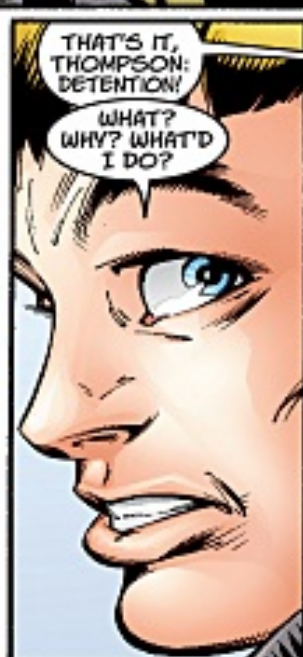
HEEHEE, MAN, HE
IS CONSTANTLY
ENTERTAINING.

THAT'S
ABOUT ENOUGH,
THOMPSON.

YO! HE
ALMOST
KICKED YOUR
BUTT.

GUYS!

I KNOW --
I'M -- I'M SO VERY
FRIGHTENED --



THAT'S IT,
THOMPSON:
DETENTION!

WHAT?
WHY? WHAT'D
I DO?

WHAT THE HECK IS WRONG WITH ME NOW? I MEAN, ONE MINUTE I'M CLIMBING WALLS AND THE NEXT MINUTE I'M DOING THE SPAZ DANCE.

BUT... BUT, NOW -- NOW I FEEL GREAT. TOTALLY GREAT. BUT ALL THIS FROM ONE SPIDER BITE? THERE'S GOTTA BE MORE TO IT. THERE'S GOTTA BE.

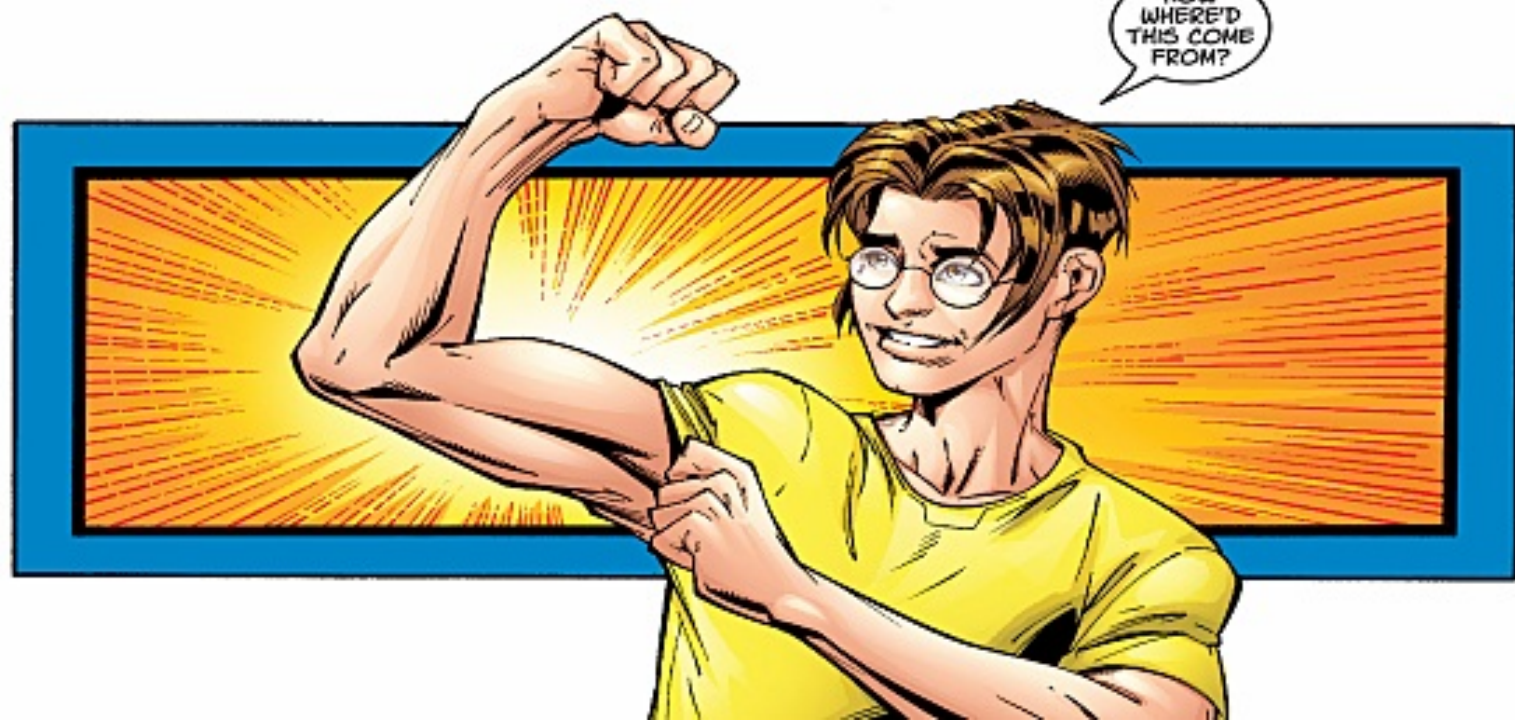


GOTTA BE SOMEONE I CAN TALK TO WITHOUT BEING LOCKED AWAY IN A FREAK FARM... AUNT MAY'S HEAD WILL JUST SHOOT RIGHT OFF HER BODY.

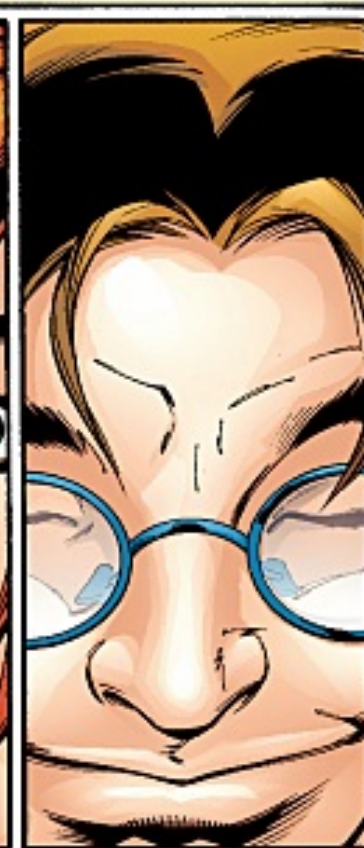
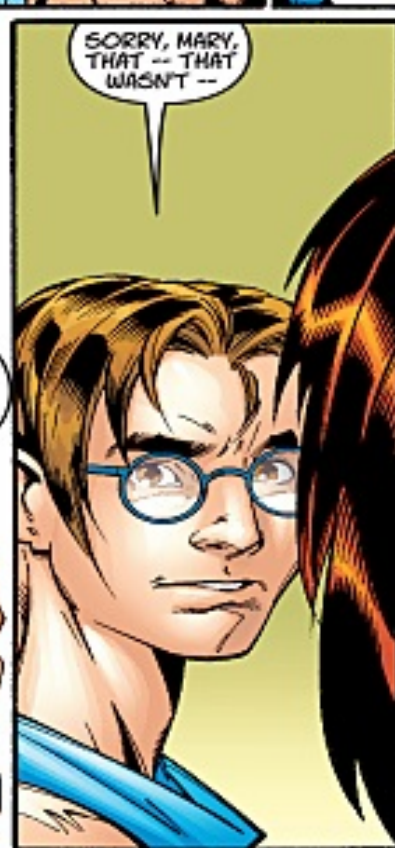
I SHOULD TALK TO SOMEONE. A DOCTOR, MAYBE. MAYBE I'M DYING. BUT I CAN'T BE, I FEEL GREAT AND I --



NOW WHERE'D THIS COME FROM?

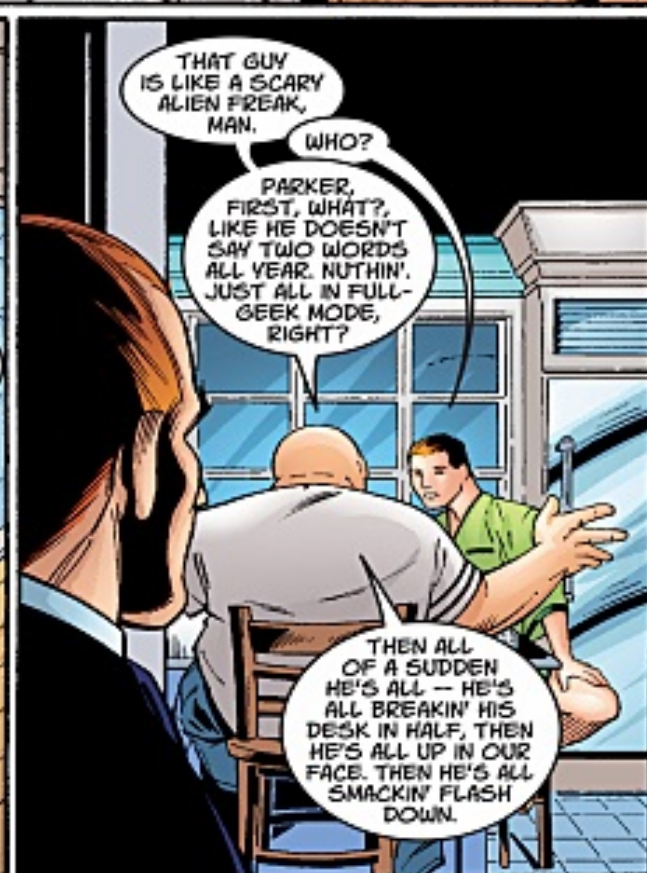
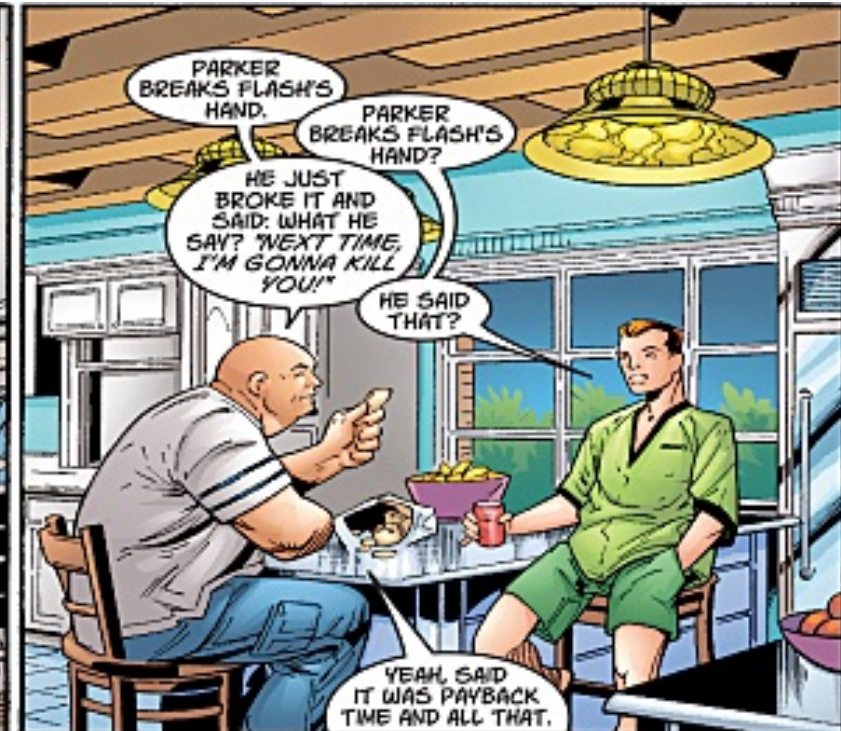


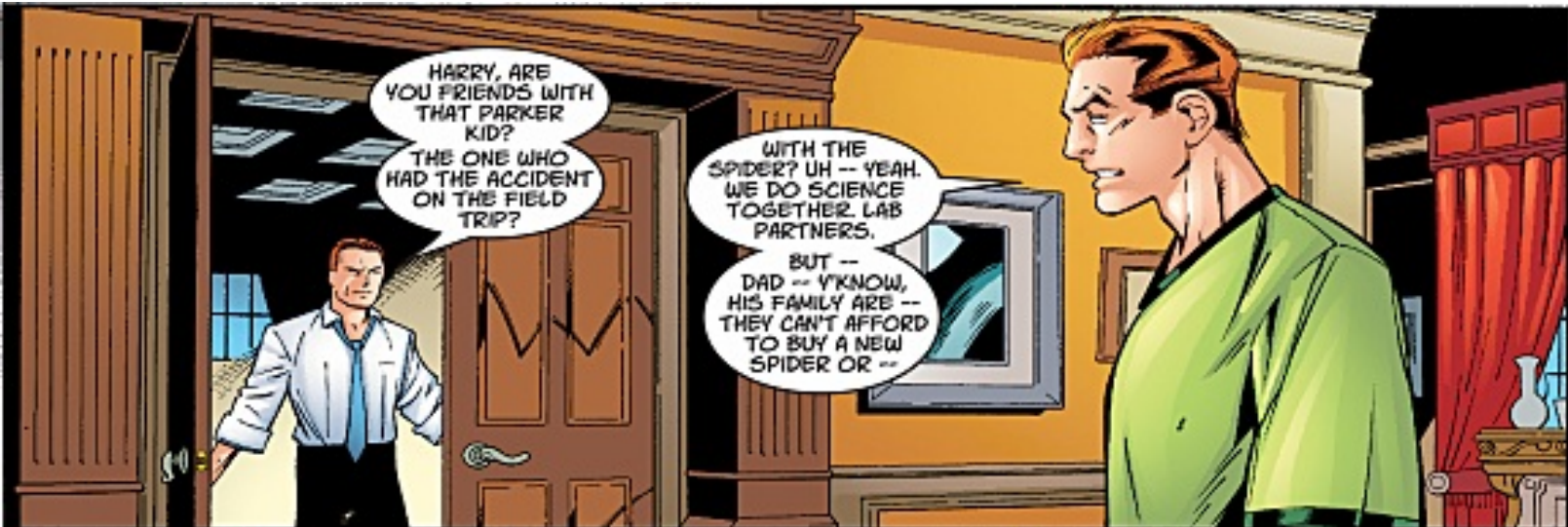






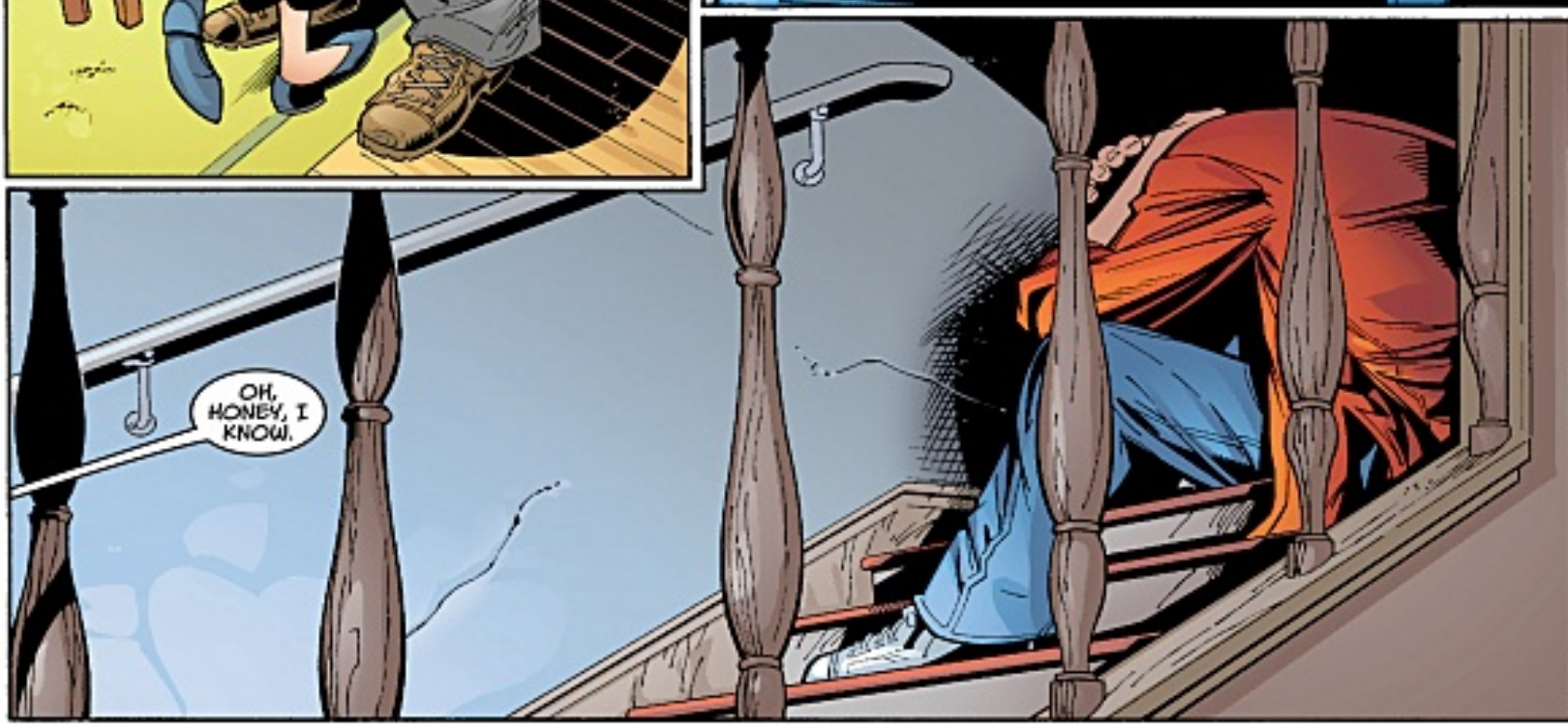
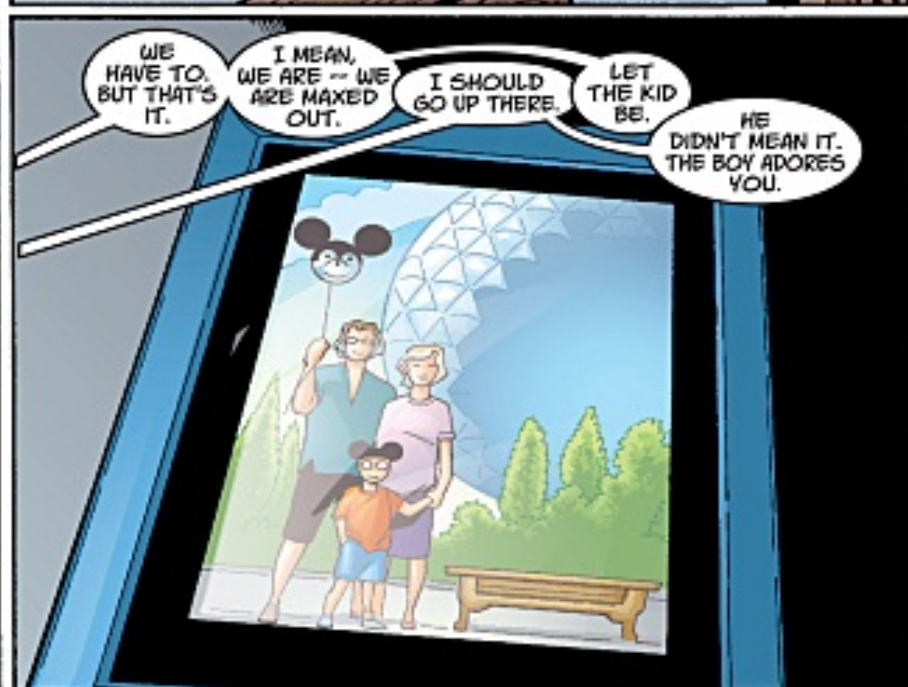
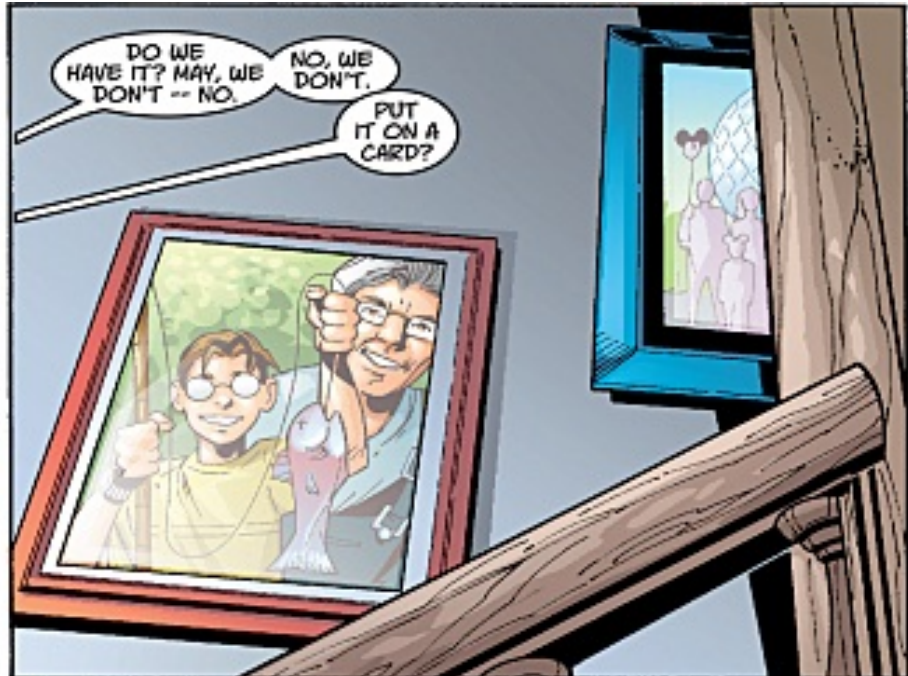
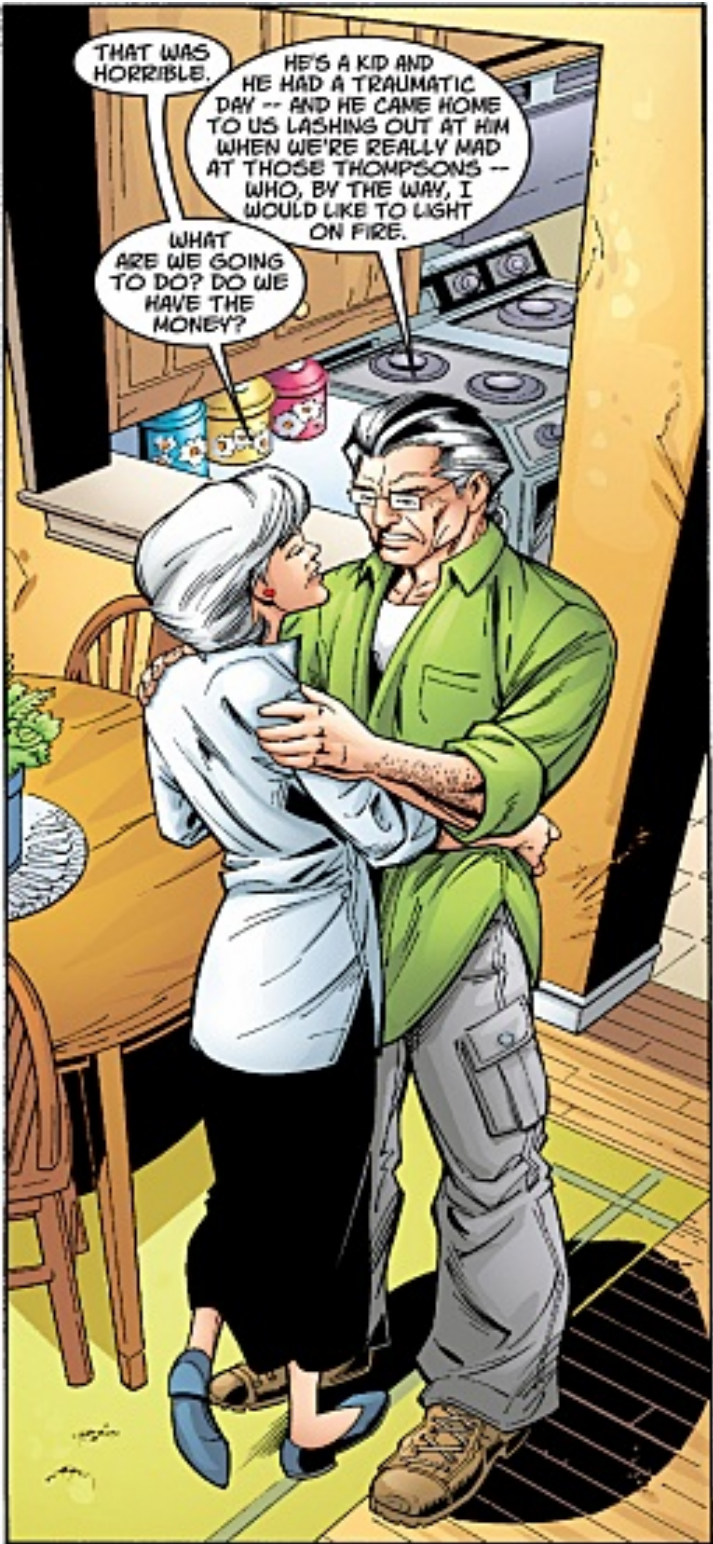






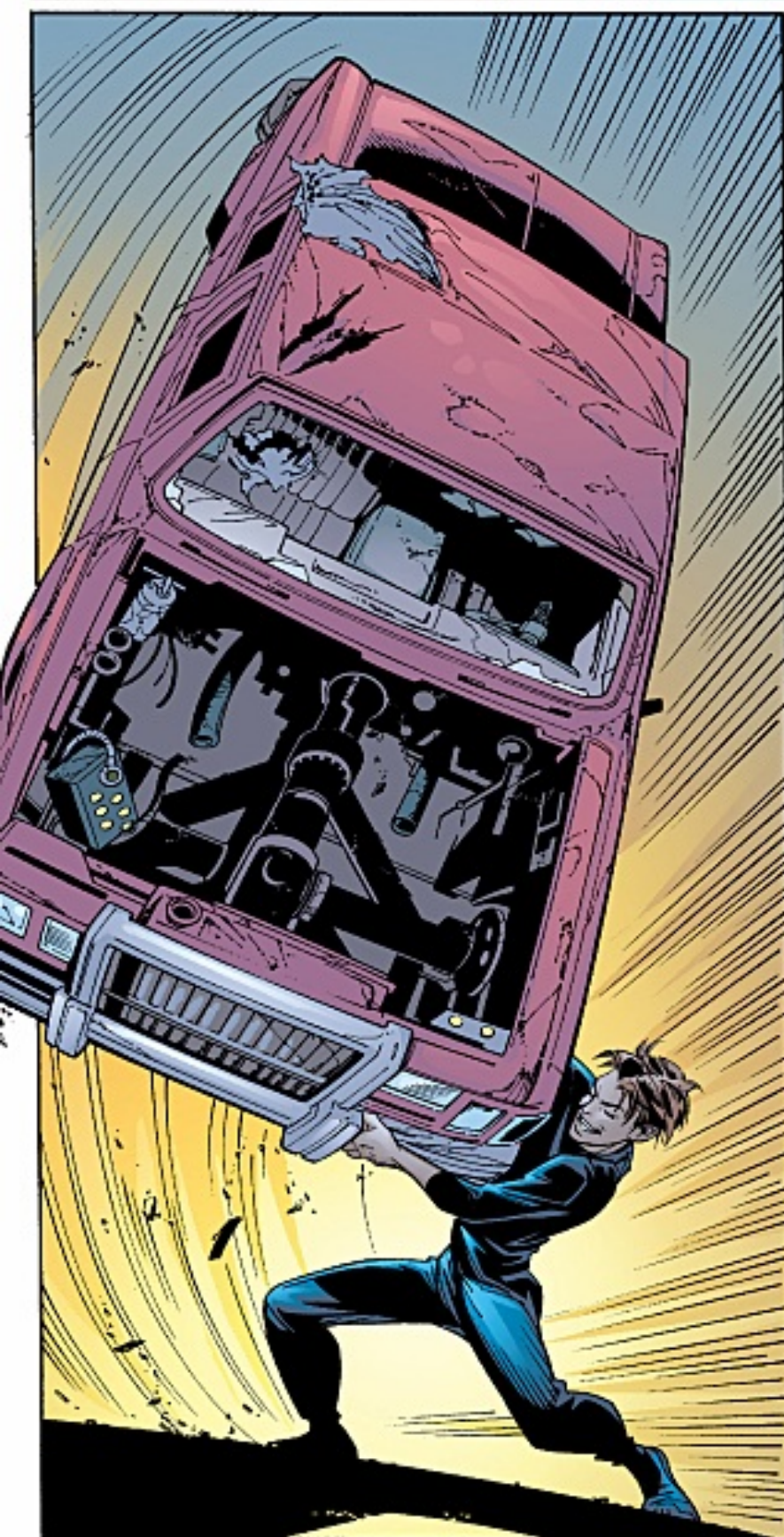


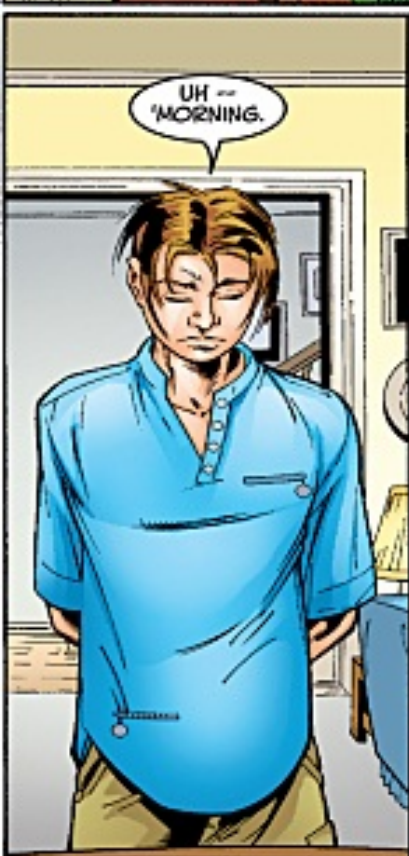










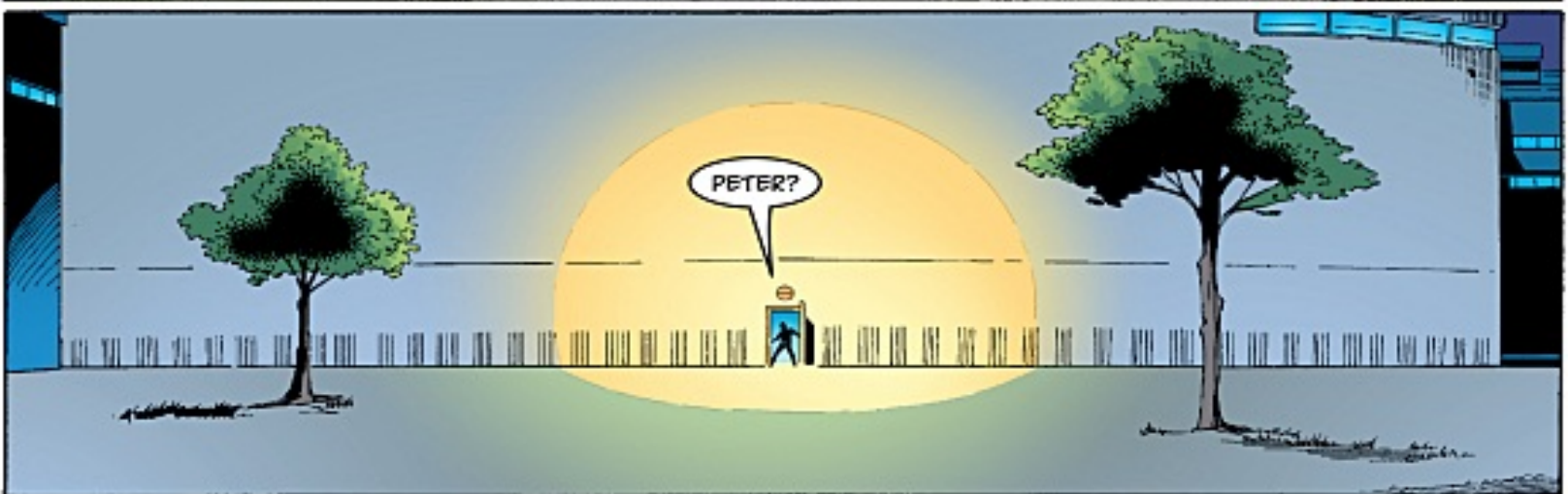


OSBORN INDUSTRIES

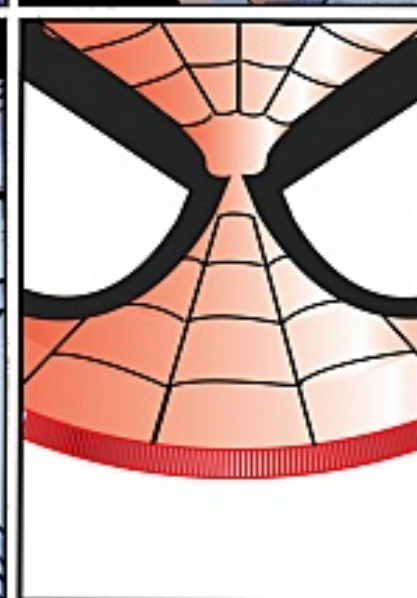
WORKING TOWARD YOUR FUTURE











3



"RIGHT THERE --
YES.

"RIGHT THERE WE CAN SEE
WHERE THE ARACHNID OZ
EXPERIMENT NUMBER 'OO'
BIT THAT PARKER BOY.



"INITIALLY, THE BIOLOGICAL
EFFECTS TO THE PARKER
BOY WERE NEGATIVE.
VERY NEGATIVE.

"AND HIS CHANCE
FOR SURVIVAL WAS
VERY SLIM. FATAL.



"BUT WE NOW BELIEVE THAT IT
WAS THE MIXTURE OF SPIDER
VENOM WITH THE OZ THAT
CREATED THE ADVERSE EFFECTS
TO THE BOY'S SYSTEM.



"BUT EVEN WITH THE UNTESTED MIXTURE
OF TOXINS AND GENEALOGY --

"-- THE OZ WAS ABLE TO
DOMINATE THE STRUCTURAL
COMPOUNDS AND THE
RESULTS TO THE BOY'S
SYSTEM WERE NOTHING
SHORT OF REVOLUTIONARY.



"IT WAS AN ACCIDENT, YES,
BUT WE HAVE OUR FIRST
HUMAN TEST SUBJECT --

"-- AND WHAT HE HAS
SHOWN US IS THAT
OUR TIME IS NOW.



"TURN IT OFF,
PLEASE."



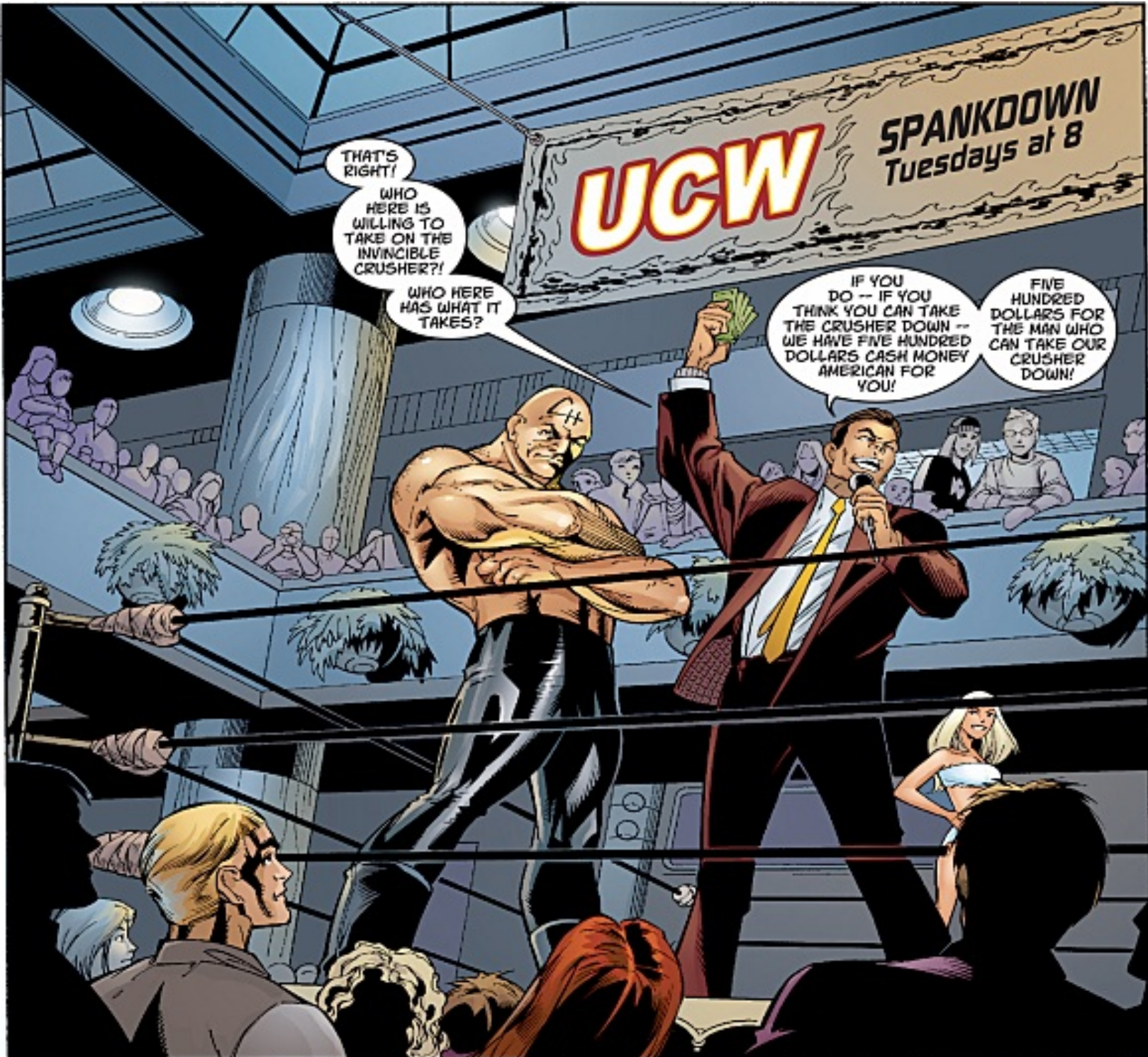


MY
NAME IS
**CRUSHER
HOGAN.**

AND I WILL
CRUSH YOUR
HEAD LIKE THE
PIMPLE IT
IS!



WANNABE











WHOA!















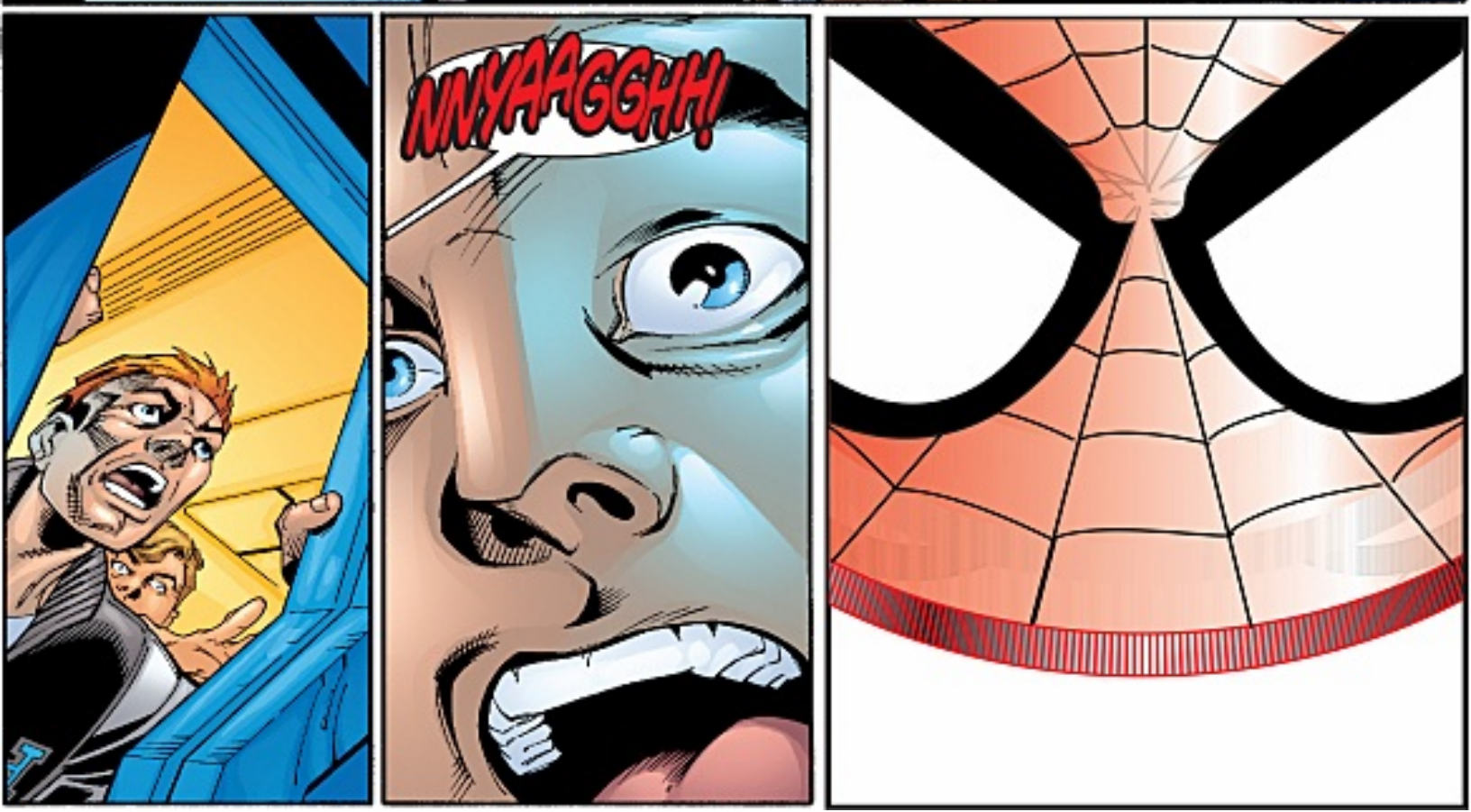
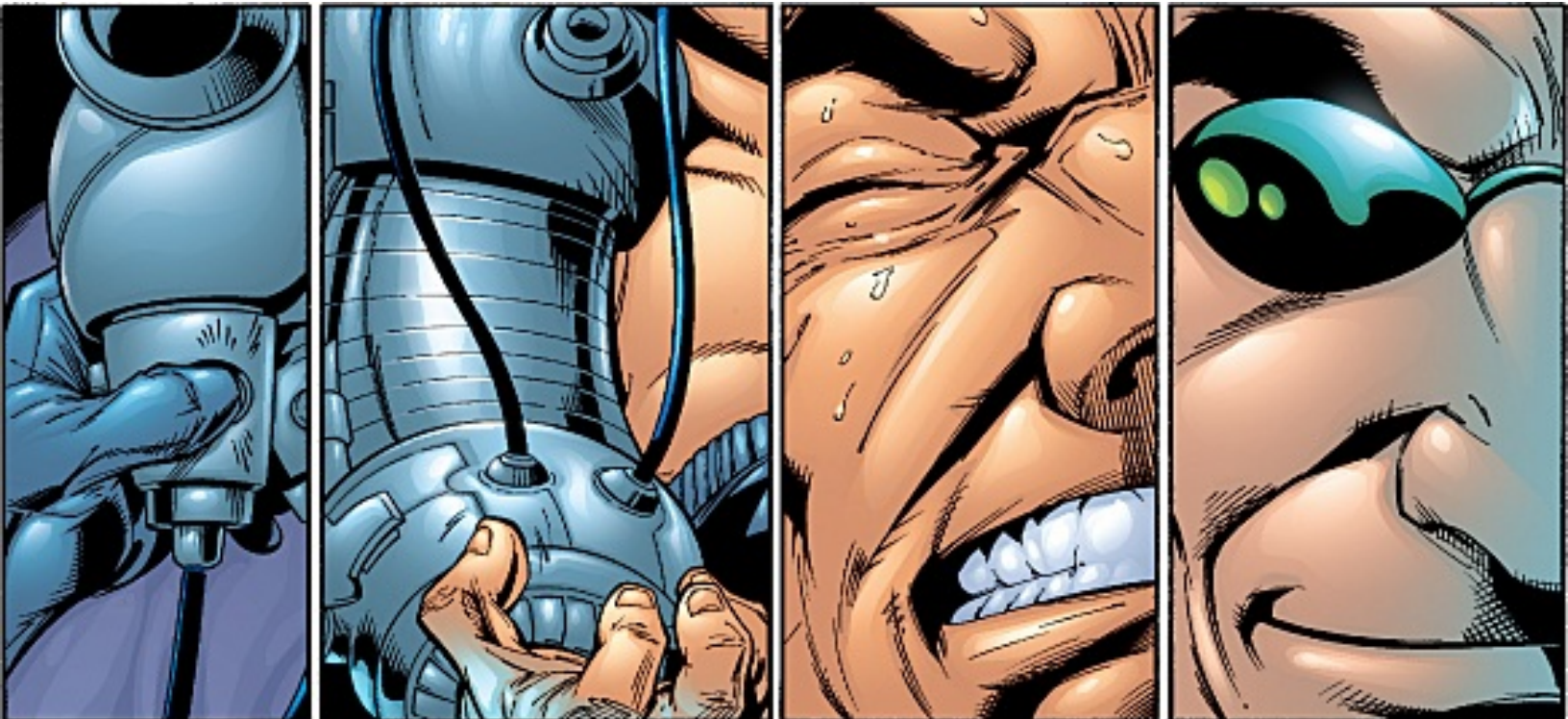












4





FOR
THOSE OF
YOU JUST
TUNING
IN...

THERE
HAS BEEN A
MAJOR ACCIDENT AT
THE MAIN LABORATORY
FACILITIES OF
OSBORN INDUSTRIES
EARLIER THIS
EVENING.



DETAILS ARE
STILL SKETCHY,
BUT WE HAVE
CONFIRMATION
THAT THERE ARE
FATALITIES
INVOLVED.



OSBORN
INDUSTRIES HAS
WIDELY BEEN CONSIDERED
A WORLD LEADER IN
SCIENTIFIC AND MEDICAL
BREAKTHROUGHS
OVER THE LAST
DECADE --

-- EMPLOYING
MANY OF THE
GREATEST SCIENTIFIC
MINDS OF OUR
GENERATION.

A COMPANY
STILL RUN BY
COMPANY FOUNDER
AND LOCAL NEW
YORKER NORMAN
OSBORN.

UGGHH...



THERE HAS
BEEN MUCH
SPECULATION
IN THE MEDICAL
COMMUNITY ABOUT
THE COMPANY'S
FUTURE.

SOURCES
TELL US THAT
THERE HAS BEEN
INDUSTRY TALK OF
SOME REVOLUTIONARY
NEW PRODUCT BEING
DEVELOPED BY
OSBORN.

WHETHER
OR NOT WHAT
HAS HAPPENED
TONIGHT HAS
ANYTHING TO DO
WITH SUCH A
PRODUCT IS
UNCLEAR.

AUTHORITIES
ARE ASKING RESIDENTS
AND TRAVELERS TO STAY
CLEAR OF THE AREA OF
OSBORN INDUSTRIES UNTIL
SUCH TIME AS THE SAFETY
OF THE AREA CAN BE
DECLARED SECURE.

DAD...

AGAIN, FOR
THOSE OF YOU
JUST TUNING
IN...

THERE HAS
BEEN A MAJOR
ACCIDENT AT THE
MAIN LABORATORY
FACILITIES OF
OSBORN INDUSTRIES
EARLIER THIS
EVENING.

WHETHER
OR NOT LOCAL
BUSINESSMAN AND
ENTREPRENEUR
NORMAN OSBORN WAS
ON THE SCENE DURING
THE ACCIDENT IS
STILL UNCLEAR.

WITH



GREAT POWER

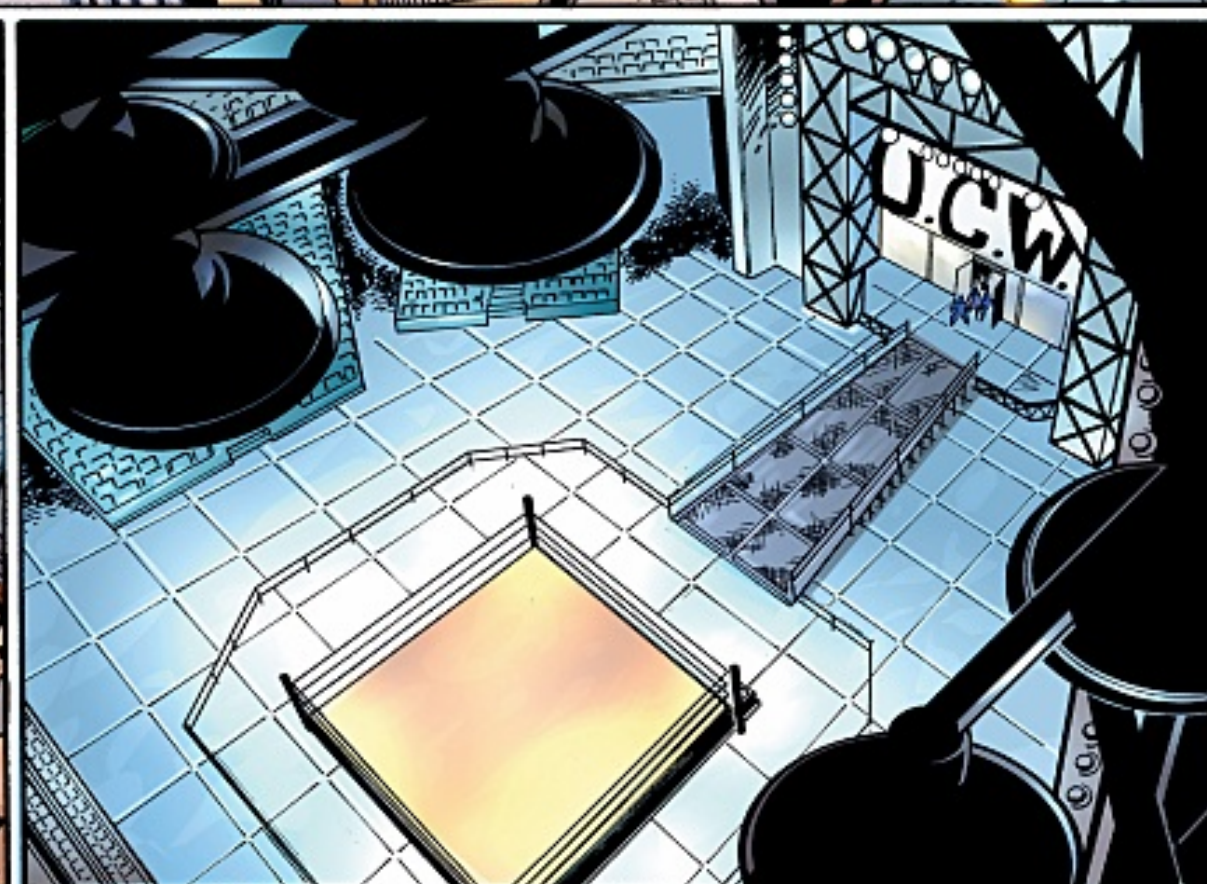


PLEASE
STAY TUNED TO
US, YOUR LOCAL
TWENTY-FOUR HOUR
NEWS CHANNEL, FOR
DEVELOPMENTS AS
THEY HAPPEN.











WELL, THERE GOES
MY WRESTLING
CAREER.

BUNCH O'
MANIACS.

I COULD'A MOPPED
THE FLOOR WITH THE
BUNCH OF THEM.

THEY'RE SO LUCKY I'VE
GOT A HEART OF GOLD.

SURE, THERE'S THE
TAINTED BLOOD OF
A SPIDER RUNNING
THROUGH IT, BUT
IT'S STILL A HEART
OF GOLD.

SO, I'LL GET A NORMAL
JOB LIKE A NORMAL
TEENAGER -- HELP
CHIP IN FOR UNCLE
BEN AND AUNT MAY.

WONDER IF THESE
SPIDER-POWERS
WILL BE AN ASSET
CHANGING THE GREASE
TRAPS AT THE CORNER
WENDY'S.

NO, I GOTTA GET A
JOB WITH COMPUTERS
OR AT A LAB OR
SOMETHING.



CAN'T BELIEVE THOSE
GUYS WERE GOING TO
RIP MY HEAD OFF LIKE
THAT. I BET THAT
MANAGER RIPPED THE
PLACE OFF HIMSELF.

WHY ARE PEOPLE ALWAYS
SO QUICK TO JUMP DOWN
MY THROAT? I TELL YOU --
I AM SO SICK OF IT.

HELP!
WE'VE BEEN
ROBBED.

FIGURES HE CAN PIN
IT ON ME LIKE THAT.

REALLY BURNS MY BUTT.

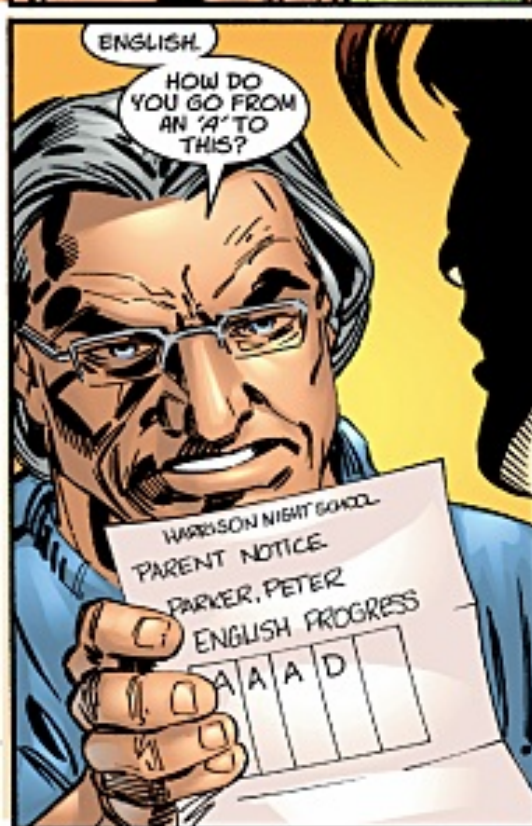


HE ROBBED
THE DELI!
MY DELI!
HE ROBBED US!
SOMEBODY...

I MEAN, IS IT ME? OR IS
IT THAT EVERYWHERE
I GO SOMEONE'S
GETTING IN MY FACE
ABOUT SOMETHING?

OH!









I HATE THIS.



WHY CAN'T I JUST TELL THEM?

JUST TELL THEM WHAT I CAN DO NOW. TELL THEM THAT I'M OKAY.

THAT I'M SO MUCH BETTER THAN OKAY.

IT'S LIKE SOMETHING IS HOLDING ME BACK -- LIKE I SHOULDN'T TELL THEM.



EVERYTHING IS SO DIFFERENT NOW AND I HAVEN'T EVEN HAD, LIKE, A SECOND TO FIGURE IT ALL OUT.

ONE MINUTE I'M PETER PARKER, KING OF THE DWEEBES, AND THEN ALL OF A SUDDEN I CAN DO THIS.

AND I DON'T EVEN KNOW WHAT THIS IS.

NOW I'M PLAYING BASKETBALL AND I DON'T EVEN LIKE IT. I'M WRESTLING AND I DON'T EVEN LIKE IT.



IT ISN'T ME. I DON'T CARE ABOUT ANY OF THIS STUFF. BUT WHAT DO I DO NOW? WHY HAS THIS HAPPENED TO ME?

MAYBE I SHOULD JUST BITE THE BULLET AND TALK TO HARRY'S CREEPY DAD. COME CLEAN WITH WHAT HAPPENED AT THE LAB WITH THE SPIDER AND WHATNOT.

IT WAS ALL A MISTAKE, HE CAN SEE THAT.

ONE THING'S FOR SURE, I'M NOT GOING BACK HOME TONIGHT.

BUT WHERE CAN I GO? IF I GO TO MARY JANE'S, THE WATSONS WILL CALL MY HOUSE. HARRY'S IN THE HILLS.



WHERE ELSE CAN I -- P OH, MAN.

I CAN'T BELIEVE I'M EVEN THINKING THIS.





HE
CRASHED
HERE?

HE
DID.

IN
YOUR
PAD?

RIGHT
THERE
ON THAT
COUCH.

AND
YOU LET
HIM.

SURE.

PUNK
PARKER?

WHAT
ARE YOU --
SIX YEARS
OLD?

YOU
GUYS HEAR
WHAT HAPPENED
TO HARRY'S
DAD?

WHERE'S
BRAINY JANE
TONIGHT?

DON'T
CALL HER
THAT.

AND I
DON'T KNOW
WHERE MARY IS,
LIZ. I HAVEN'T
REALLY TALKED TO
HER TODAY.

AAWWW... I
THOUGHT YOU
GUYS WERE, LIKE,
AN ITEM.

AN ITEM?
I DON'T -- NOT
EXACTLY.

THE LITTLE DUDE HAD A FIGHT WITH
HIS FOLKS OR WHOEVER IT IS HE
LIVES WITH AND ASKED TO
CRASH.

AND
YOU LET
HIM?

SO WHAT?
GUYS ON THE TEAM.
WE GOTTA LOOK
OUT FOR EACH
OTHER.

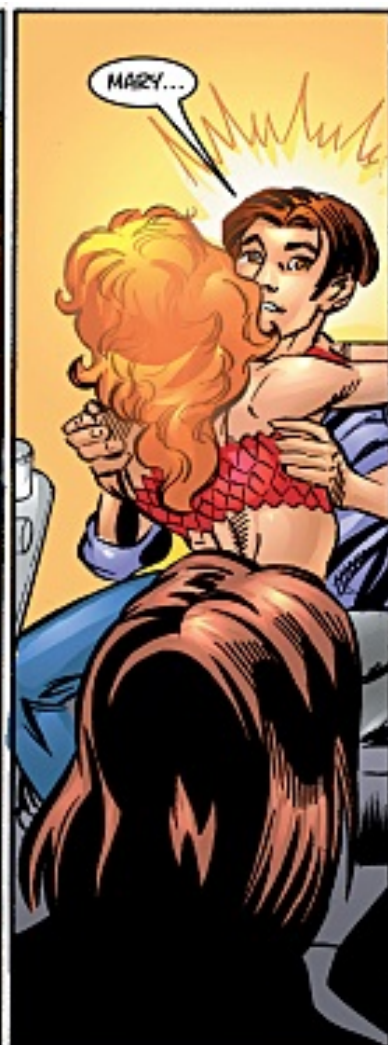
UNBELIEVABLE.

HATE TO
BREAK IT TO
YOU -- THAT GUY
MIGHT HAVE GOTTEN
US INTO THE STATE FINALS,
SO...

OH,
PLEASE!

DID YOU
GUYS HEAR
ABOUT
HARRY?













SO STUPID.

CRYING LIKE A GIRL. HE
DIDN'T DESERVE THAT.
HE DOESN'T KNOW.

HE DOESN'T KNOW THAT
EVER SINCE THIS WHOLE
SPIDER-MAN THING BEGAN
ALL I CAN THINK IS THAT
THE ONE PERSON WHO
WOULD KNOW WHAT TO
DO WAS MY DAD.

MY DAD WOULD HAVE KNOWN
WHAT TO MAKE OF ALL THIS --
MY POWERS -- WHAT THEY MEAN.



BUT I'M WRONG. AND I'M
SICK OF BEING WRONG.

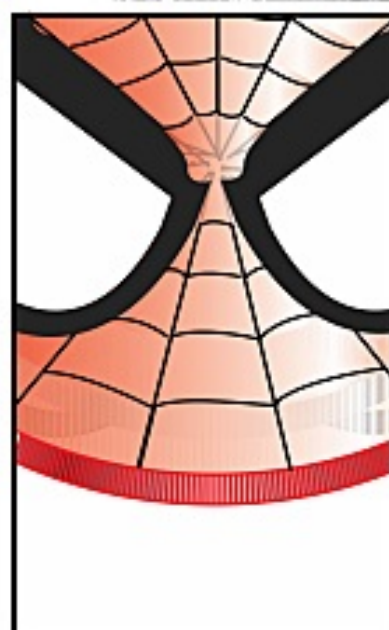
UNCLE BEN AND AUNT MAY
ARE MY FAMILY AND IT'S
WAY PAST TIME FOR ME
TO GROW UP.

IT'S TIME I TOLD THEM WHAT
IS GOING ON WITH ME AND
WHATEVER HAPPENS, HAPPENS.

IF I'M A FREAK --
I'M A FREAK.



THEY LOVE ME NO
MATTER WHAT.





THE OSBORN MANSION.
HARRY OSBORN'S BEDROOM.



HARRYYY!



WHAT
THE --?!

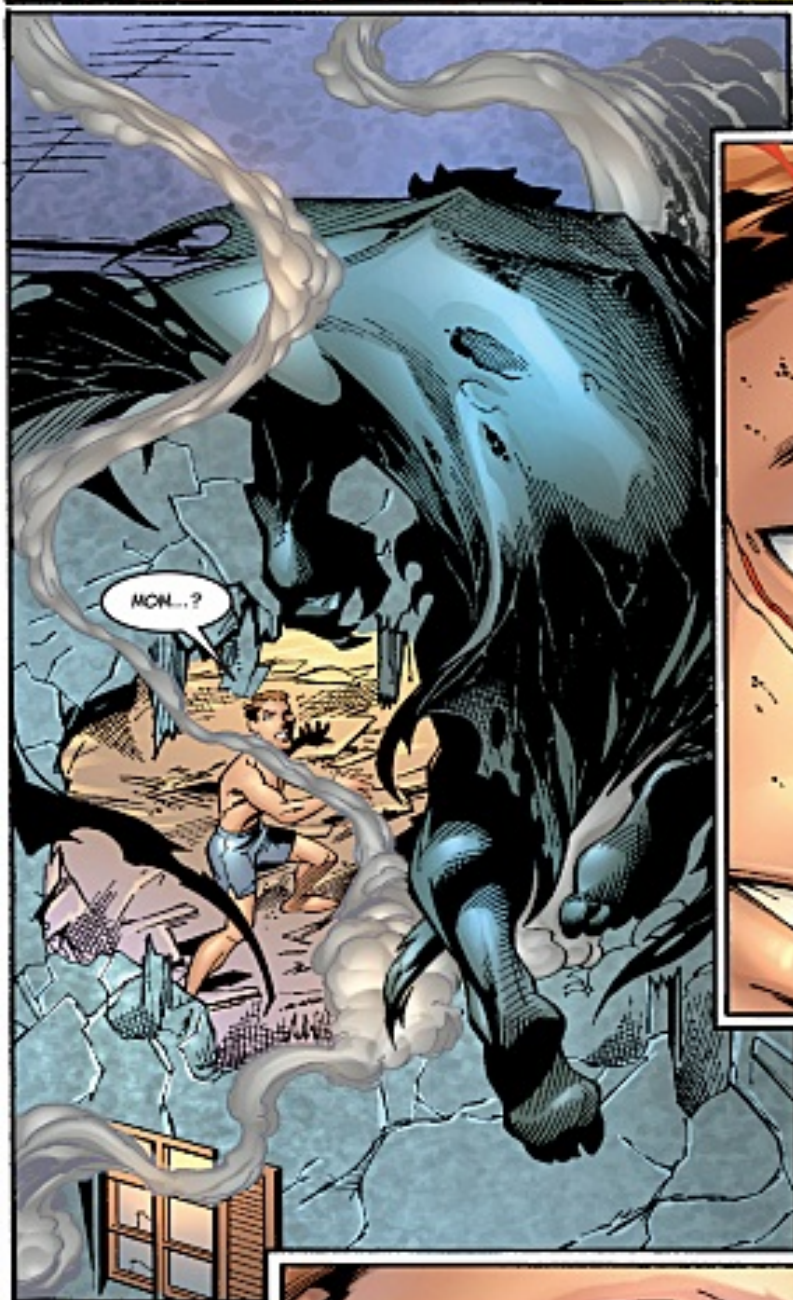


MOM!



MOM!







YES, WE -- WE HEARD
A NOISE IN THE BACK.

AND TO BE HONEST,
WE BOTH THOUGHT IT
WAS PETER.

BECAUSE PETER
USES THE BACK ENTRANCE
MOST OF THE TIME.

BUT BEN
CALLED OUT TO
HIM -- AND HE DIDN'T
ANSWER.



AND RIGHT THEN -- I
DON'T KNOW WHY -- BUT RIGHT
THEN I KNEW SOMETHING
WAS WRONG.

I KNEW THAT
SOMEONE WAS IN OUR
HOUSE. I COULD -- I COULD
JUST TELL FROM THE KIND
OF SILENCE.

BOTH OF YOU
WERE IN THE LIVING
ROOM?

YES.

AND I THINK BEN
KNEW SOMETHING WAS
WRONG TOO, BECAUSE
HE GOT UP FIRST.

HE GOT UP AND
HE CALLED OUT TO
PETER AGAIN.



THERE WAS NOTHING
FOR A SECOND -- THEN WE
HEARD A PAN DROP.

BEN LOOKED AT ME
AND SAID HE THOUGHT
A SQUIRREL GOT IN
THE HOUSE.

AND I SAID I
NEVER HEARD OF
THAT HAPPENING IN
QUEENS.

THEN I LOOKED
IN THE DOORWAY OF
THE KITCHEN -- AND
THERE HE WAS.



"HE -- HE WAS STANDING
THERE
IN THE DOORWAY -- HE WAS
SHAKING -- AND HE ASKED US
WHERE WE KEPT OUR MONEY.

"BEN TOLD HIM WE
DIDN'T HAVE ANY, AND WE
DIDN'T. NOTHING."



AND THE GUY JUST GOT
REAL AGITATED AND
SCREAMED:

"GIVE ME
ALL YOUR
MONEY!"

AND BEN --
HE -- HE JUST
HE --



"I GUESS IT WAS JUST THE
TENSION OF THE SITUATION --
THE RIDICULOUSNESS -- I
DON'T KNOW -- THE WAY THINGS
HAVE BEEN GOING LATELY.

"BUT -- BEN HE -- HE KIND OF
CHUCKLED AND SAID: YOU PROBABLY
HAVE MORE MONEY THAN WE DO."



AND THE -- THE CHUCKLE
KIND OF --

-- I DON'T KNOW --

-- IT REALLY
MADE HIM MAD.

WHAT
HAPPENED NEXT,
MAYAM?

AND THAT
WAS IT.

HE JUST
RAN OUT THE
WAY HE CAME
AND --



OH,
NO.







"THE KID'S JUST
GOT TO FIND A WAY
TO LET IT OUT."



**LIFE
LESSONS**



WE'RE NOT GOING TO WAIT HERE ALL NIGHT, PAL! BE SMART AND CO-OPERATE!

OFFICERS AT #12, BACK-UP IS ON THE WAY.

THAT'S GOOD NEWS, DISPATCH. I WOULD LIKE TO FINISH MY DINNER.



CALL IN THE UPDATE, OVER.

SURE, SURE. OVER.



THE ONLY WAY OUT IS THROUGH THE FRONT DOOR!

IF WE HAVE TO CHARGE IN THERE, IT AIN'T GOING TO BE PRETTY.

TAKE YOU WITH ME IF I HAVE TO, PIECES OF GARBAGE.

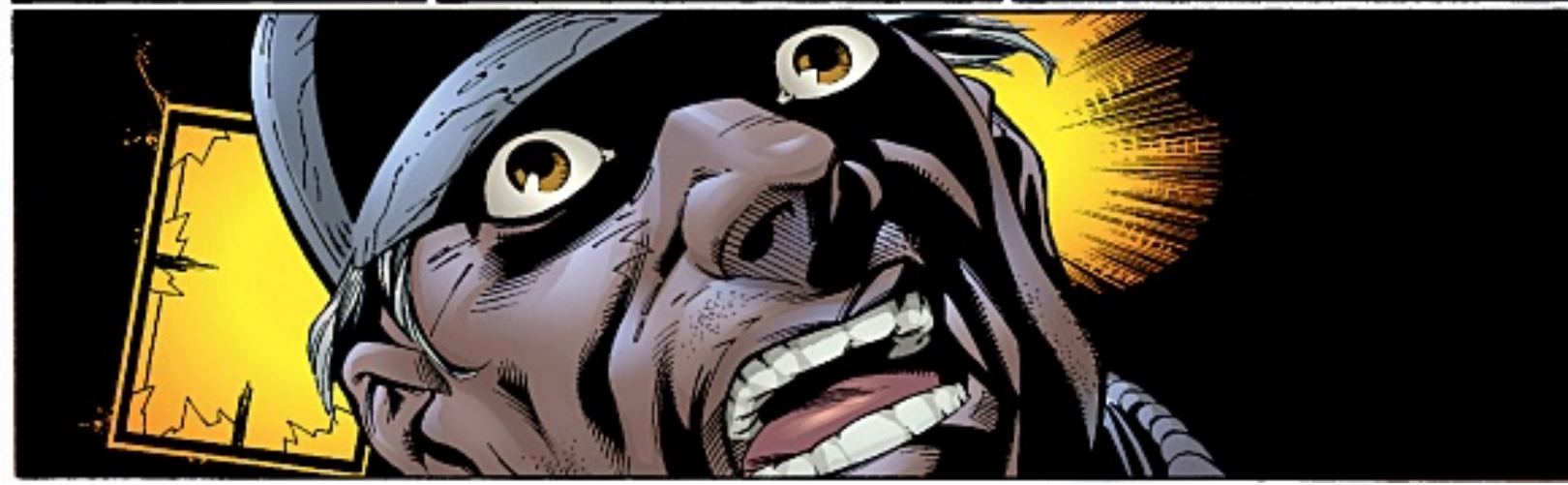


PIGS ARE EVERYWHERE...



GONNA GET OUTTA HERE ONE WAY OR ANOTHER.

THAT'S EXACTLY WHAT I WAS HOPING TO HEAR...



















YOU TOLD ME --
YOU TOLD ME...



YOUR FATHER --
HE BELIEVED THAT IF THERE
WERE THINGS IN THIS WORLD
THAT YOU HAD TO OFFER THAT
YOU DID WELL --
-- BETTER THAN
ANYONE ELSE --
-- THINGS THAT YOU
COULD DO THAT HELPED
PEOPLE OR MADE PEOPLE
FEEL BETTER ABOUT
THEMSELVES...

... WELL, HE
BELIEVED THAT
IT WAS YOUR
RESPONSIBILITY
TO DO THOSE
THINGS.



WHY
DIDN'T YOU
STOP HIM?

NOT MY
JOB.



GREAT THINGS
ARE GOING TO HAPPEN
TO YOU IN YOUR LIFE,
PETER.
GREAT THINGS.
AND WITH
THAT WILL COME GREAT
RESPONSIBILITY.
DO YOU
UNDERSTAND?



I DO
NOW.



I WAS SELFISH.

SO SELFISH -- AND
YOU PAID THE PRICE.

YOU DID, I DID,
AUNT MAY DID.

I WILL NEVER
EVER FORGIVE
MYSELF FOR
THAT.

I WILL NEVER EVER
FORGET THAT I COULD
HAVE STOPPED IT.



IT'S ALL SO CLEAR
NOW, UNCLE BEN.

IT'S LIKE I'VE BEEN
WEARING A BLINDFOLD
AND EARMUFFS ALL MY
LIFE -- AND SOMEONE
JUST RIPPED THEM
OFF ME.

I SEE THE WORLD
CLEARLY NOW --

-- AND I SEE WHAT
MY PLACE IS IN IT.



YOU WERE RIGHT -- WITH POWER COMES
RESPONSIBILITY, ABSOLUTELY.

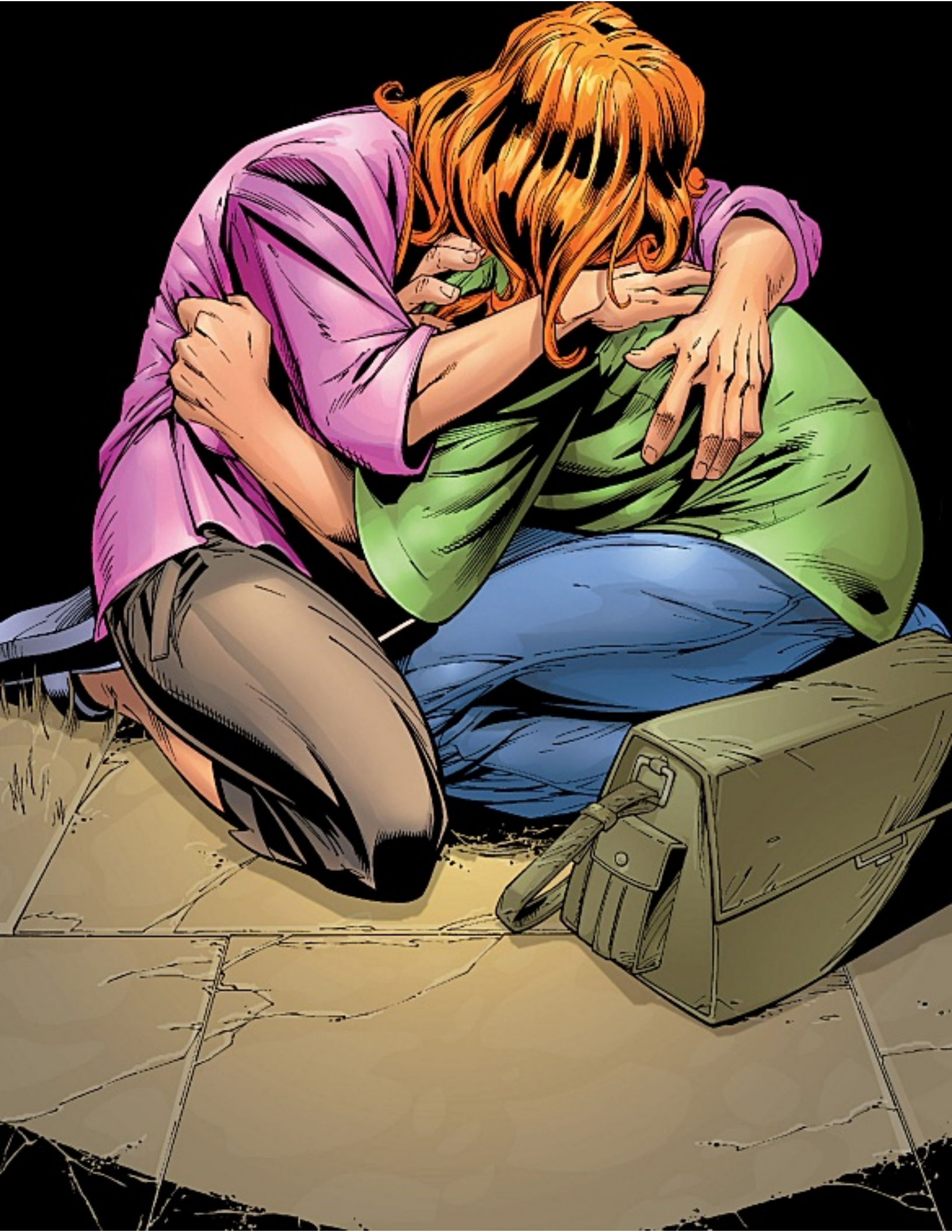
FOR SOME REASON
I'VE BEEN GIVEN
GREAT POWER.



AND WITH GREAT
POWER THEN MUST
COME GREAT
RESPONSIBILITY.

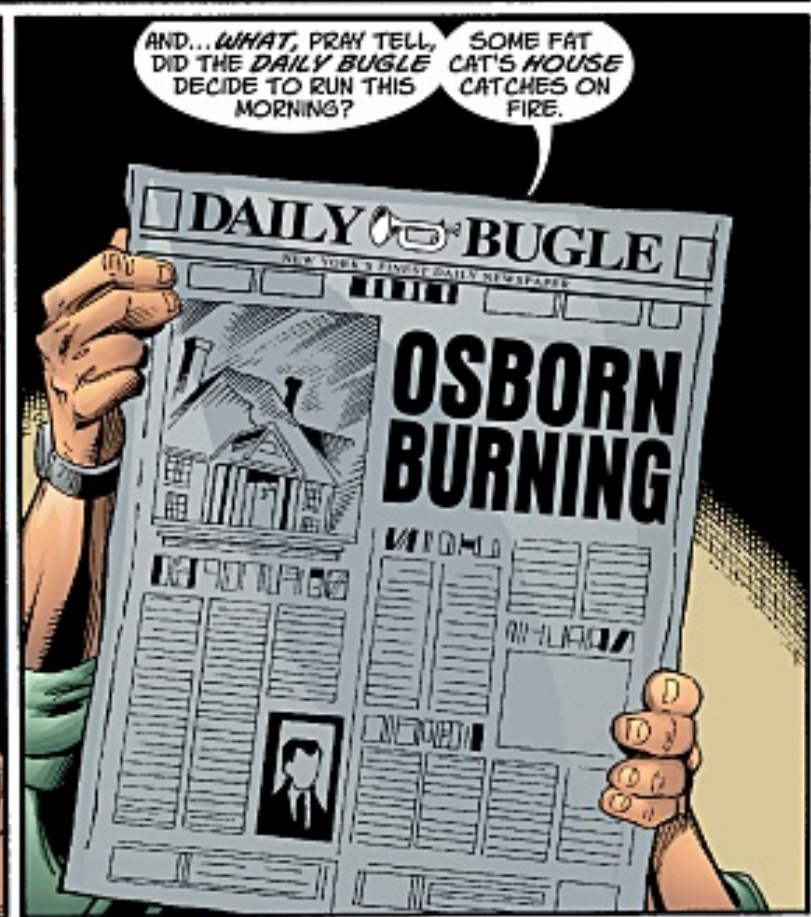
I WILL NEVER LET
YOU DOWN AGAIN,
UNCLE BEN.





6





BIG TIME SUPERHERO!





THERE'S A GUY --

THERE'S A GUY OUT THERE DRESSING UP IN HIS UNDERWEAR -- RUNNING AROUND TOWN CALLING HIMSELF A SPIDER-MAN!

THAT IS FANTASTIC!

THAT IS WHAT SELLS NEWSPAPERS.

I WANT TO KNOW HIS NAME.

I WANT TO KNOW HIS BIRTH SIGN.



I WANT TO KNOW IF THE STORIES OF HIS "WALL CRAWLING" ARE TRUE.

HE CAN CRAWL WALLS?

IS HE A MUTANT? DID HE ROCKET TO EARTH FROM SOME DOOMED PLANET SOMEWHERE?

I WANT TO KNOW IF HE ACTUALLY HAS SOME KIND OF SUPER POWER OR IF HE'S JUST PULLING THE WOOL OVER EVERYONE'S SHILLELAGHS.



I WANT TO FIND OUT IF THIS IDIOT IS THE SAME GUY AS THAT WRESTLER.

URICH, I WANT YOU TO GO TO THE STADIUM AND I WANT YOU TO DO A FOLLOW-UP ON THAT ROBBERY STORY.

WHAT?

I HEARD THEY'RE ACCUSING THIS SPIDER-MAN OF BEING INVOLVED.

I WANT TO KNOW IF IT'S BULL OR IF HE WAS INVOLVED WITH THE ROBBERY.

AND IF SO --

-- WHY THE SAME GUY IS GOING AROUND MAKIN' LIKE A BOY SCOUT IN HIS JAMMIES?



BUT JONAH, I'M WORKING ON...

THE KINGPIN CAN WAIT TO HAVE HIS BIG FAT BUTT HANDED TO HIM BY YOU ANOTHER DAY, BEN.

IF YOU HAVEN'T DUG ANYTHING UP ON THE MURDOCK CASE BY NOW, YOU PROBABLY AREN'T GOING TO.

BUT...

GET YOUR NAME ON A HEADLINE "STAR REPORTER," THAT'S WHAT I PAY YOU FOR.



I WANT TO KNOW EVERYTHING THERE IS TO KNOW ABOUT SPIDER-MAN.

I'M TELLING YOU -- I SMELL IT!

THIS IS OUR NEW O.J.

HERO OR VILLAIN. CON ARTIST OR CROOK.

PEOPLE WON'T -- THEY WON'T BE ABLE TO GET ENOUGH OF HIM ONE WAY OR ANOTHER.

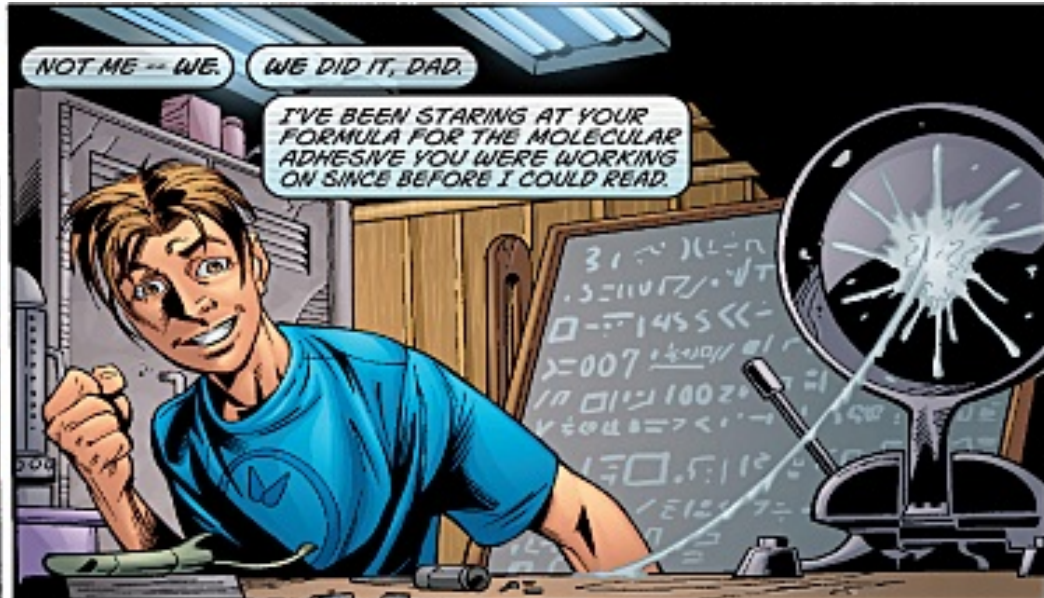


IN FACT, RIGHT THIS SECOND --

-- I BET THAT CREEPY SCHWARTZ IS UP TO SOMETHING THAT'LL BE OUR HEADLINE TOMORROW.



I SAID:
WHO -- WHO --
WHO!
I DID!
I DID IT! I
DID IT!



NOT ME -- WE. WE DID IT, DAD.

I'VE BEEN STARING AT YOUR
FORMULA FOR THE MOLECULAR
ADHESIVE YOU WERE WORKING
ON SINCE BEFORE I COULD READ.



AND I COULD NEVER
FINISH IT FOR YOU...

MAN, THIS IS
FANTASTIC.



BUT TONIGHT --
COMING HOME --

-- JUMPING AROUND
AS SPIDER-MAN --

IT JUST -- IT JUST
HIT ME. I FIGURED
IT OUT, DAD!



NOT ONLY THAT --
BUT A LITTLE MORE
INGENUITY HERE AND
THERE...

...LITTLE
ENGINEERING...

...AND DAD --
LOOK --



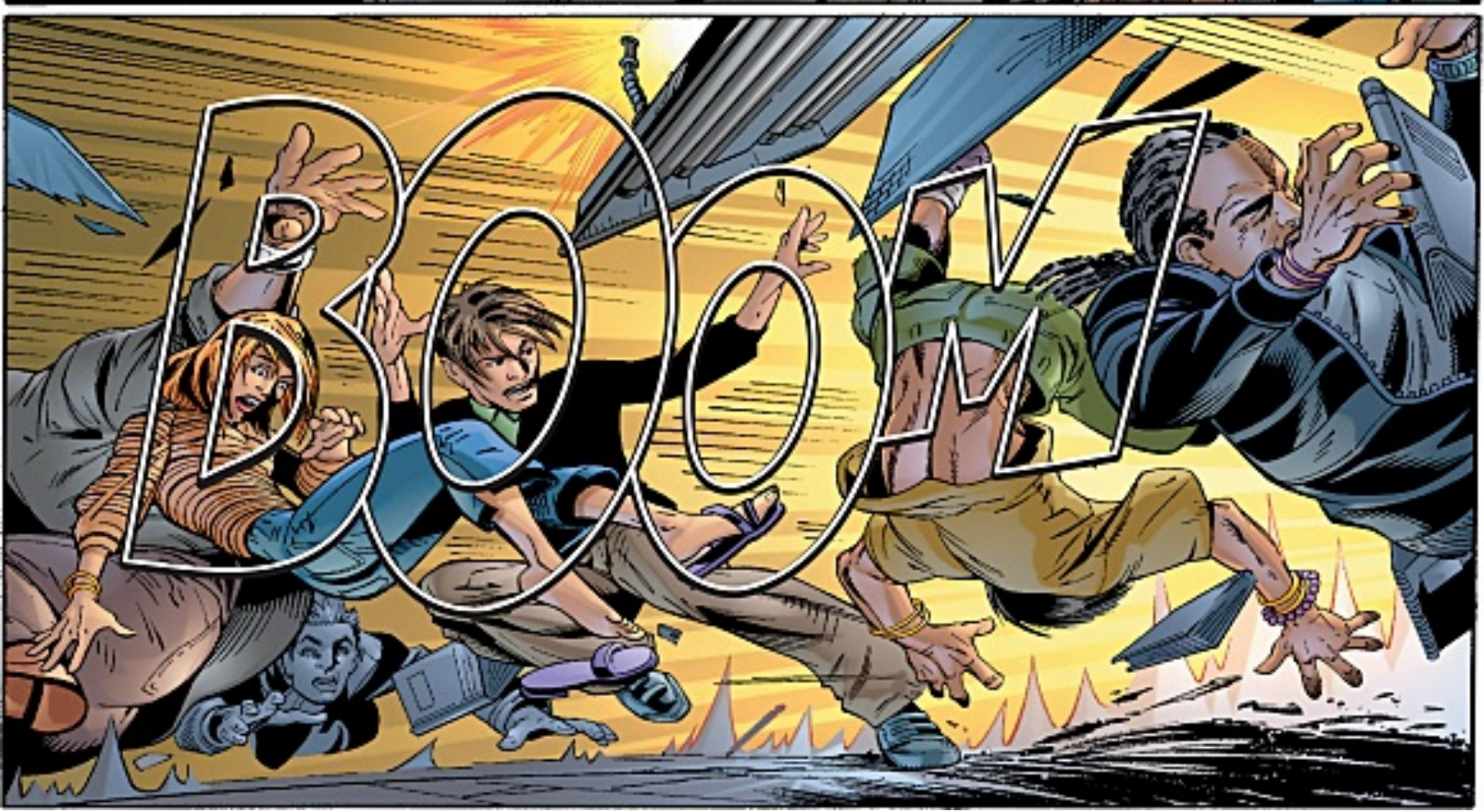
-- SPIDER-MAN
HAS...
... WEBS.

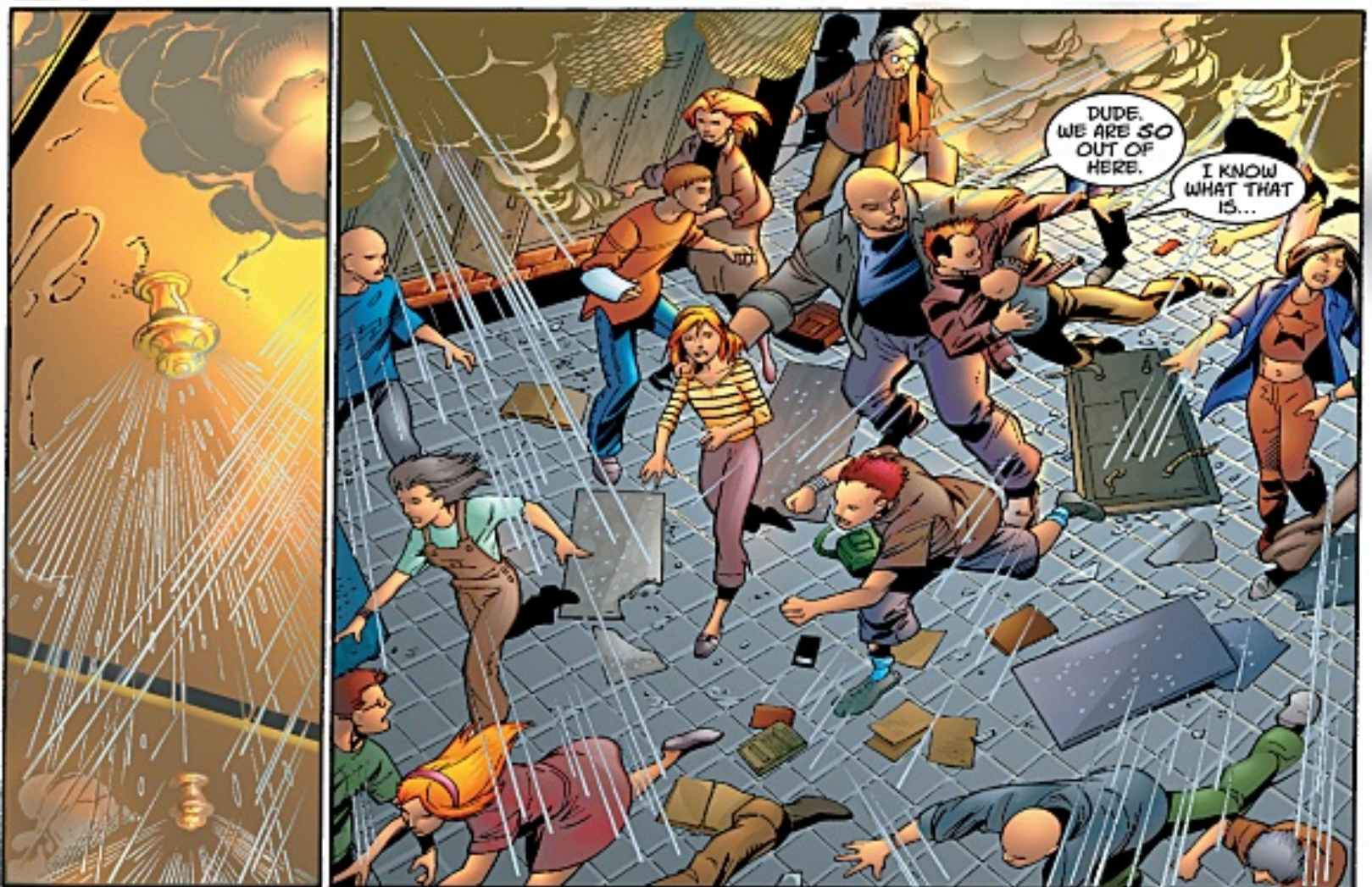




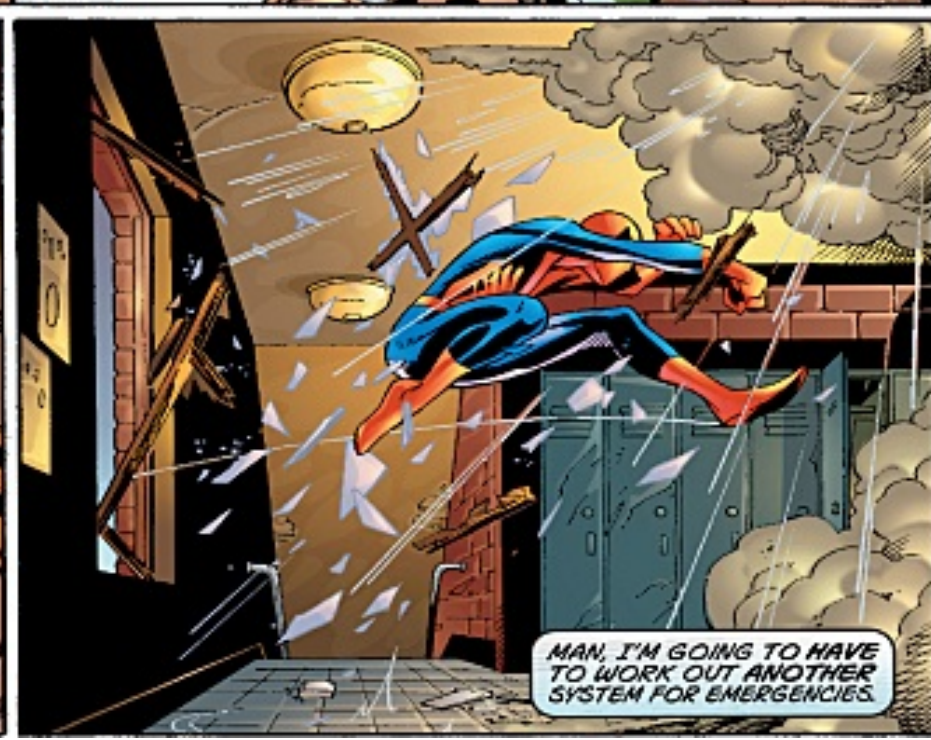




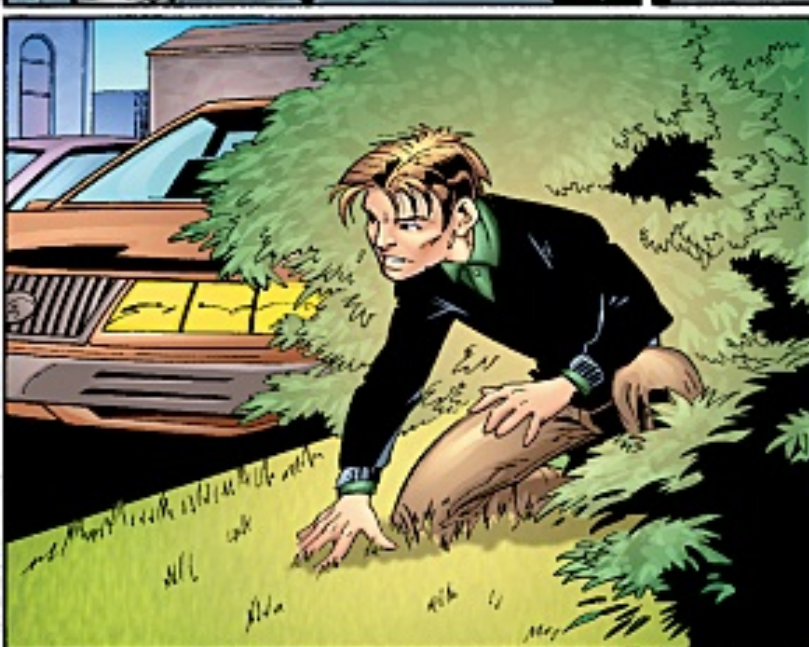


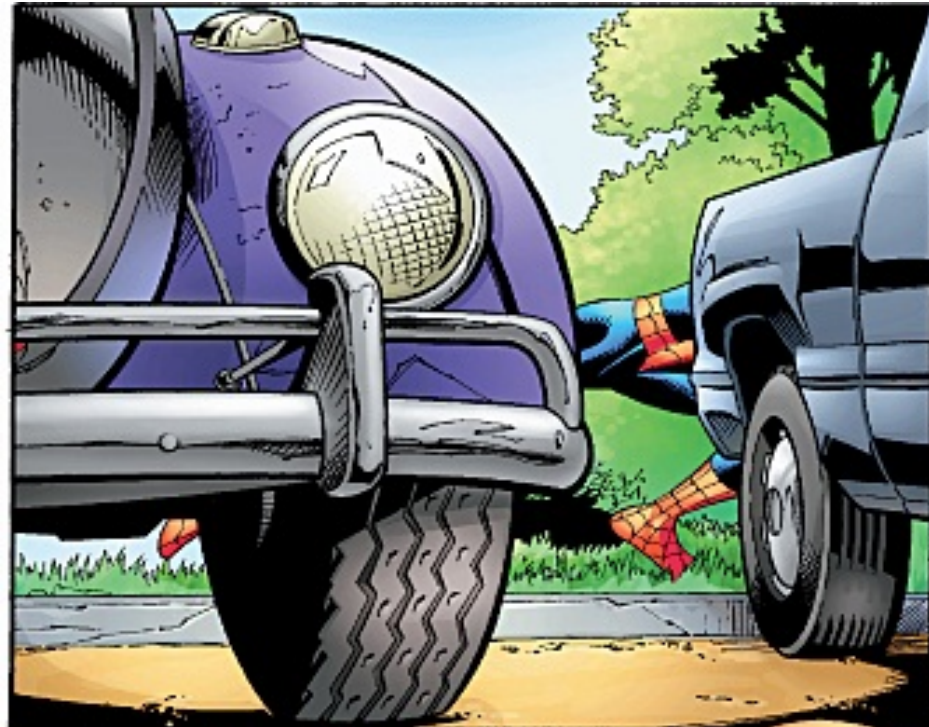
































I CAN'T -- I CAN'T BELIEVE THIS. I CAN'T BELIEVE THIS IS HAPPENING TO ME. THIS -- THIS IS --



I DON'T KNOW WHAT TO DO.



I CAN'T JUST DIE LIKE THIS. I -- WAIT...





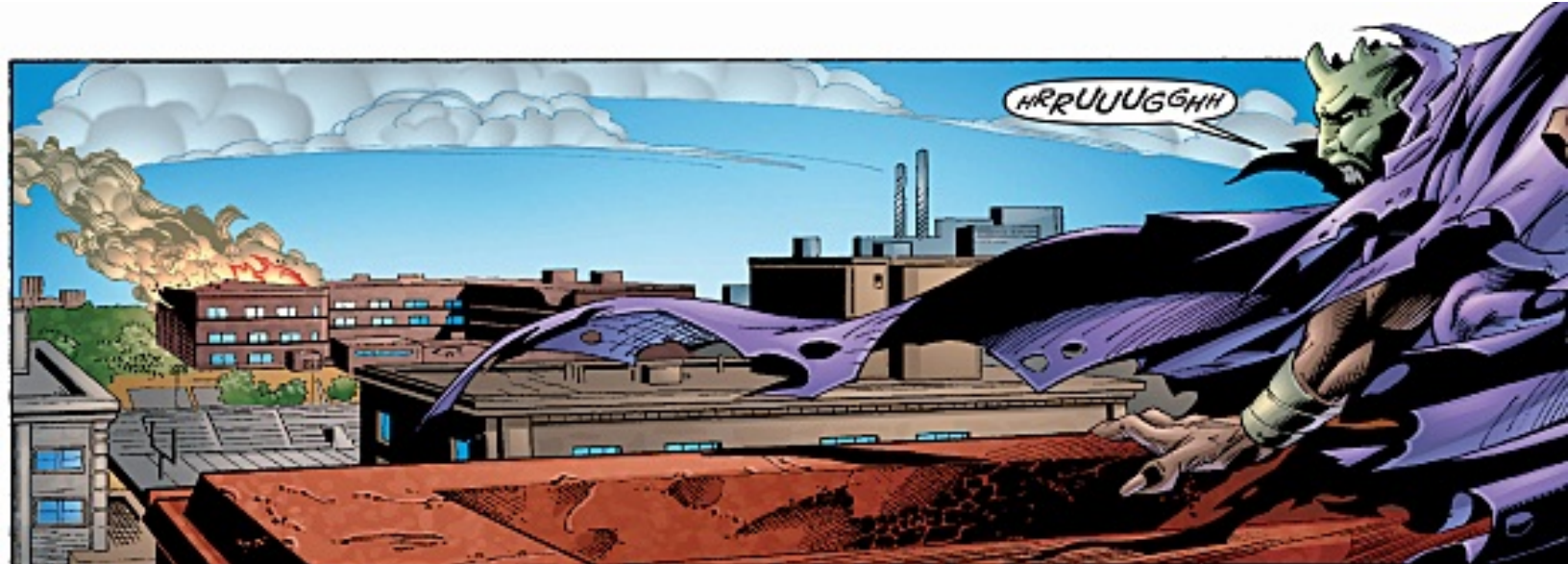
SECRET IDENTITY

A full-page comic book illustration of Spider-Man. He is shown from the waist up, leaning forward with his right leg kicked high into the air. He is wearing his classic red and blue suit with a spider emblem on the chest. The background is a bright blue with white motion lines radiating from the center. In the top left corner, there is a small inset panel showing a close-up of a web.

NOTE TO SELF: REMEMBER
TO TOTALLY FREAK OUT
OF YOUR FLIPPIN' MIND OVER
WHAT YOU JUST DID HERE.

OKAY. BACK TO BUSINESS.

AM I NUTS OR DID THAT
WHATEVER THAT IS
JUST SAY MY NAME?













HEY, WHERE DO YOU THINK YOU'RE GOING?

THWAPP

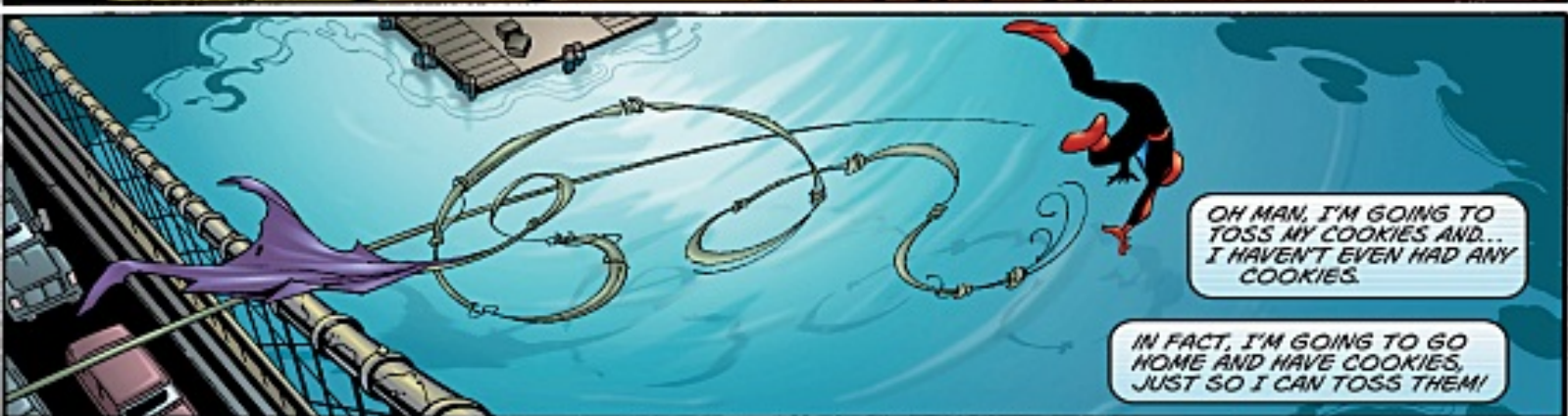
WHOOOPS!

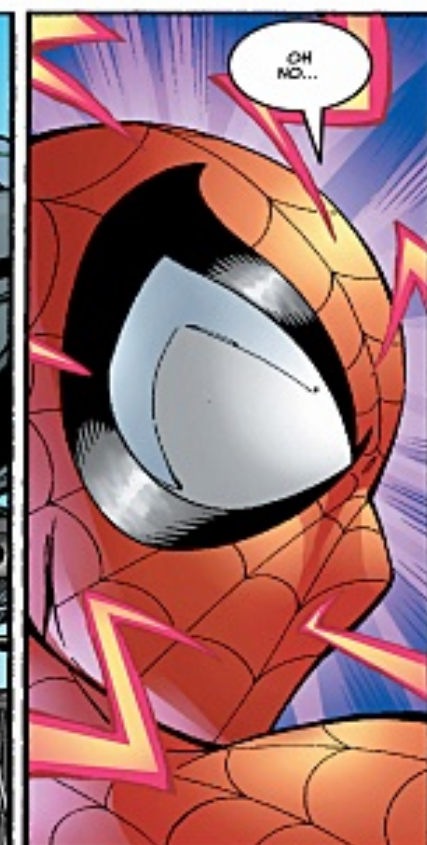


AGAIN, NOT THE MOST WELL-THOUGHT OUT MOVE.

MIGHT WANT TO TAKE A NIGHT CLASS IN MID-AIR HUGE MONSTER FIST FIGHTING.

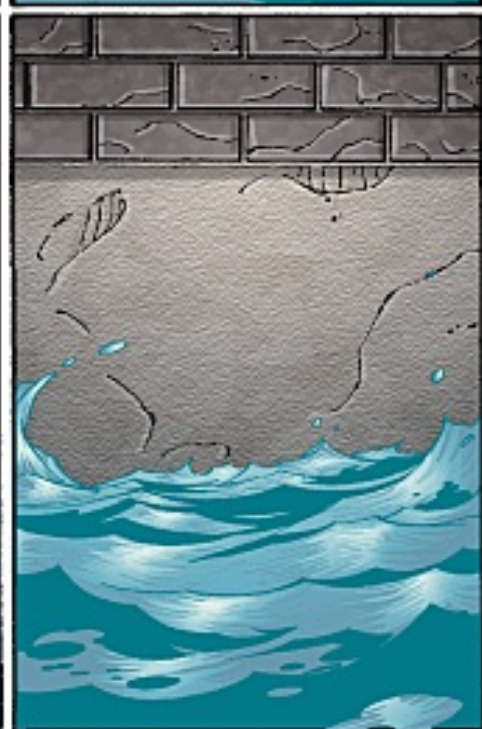
WHO IS THIS GUY?





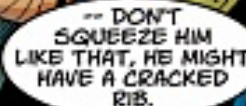
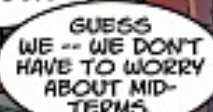














HE DIDN'T
DIE AT HIS LAB
LAST WEEK LIKE
THEY SAID.



DUDE,
YOU NEED A
BREATH.

THAT
WAS THE HULK OR
SOMETHING...



IN HIS
LAB. HIS LAB.
I WAS
THERE.

I SAW
IT -- I SAW IT
WITH MY OWN
EYES!

SAW
WHATT?



HE TURNED
INTO
THAT!

DO YOU
UNDERSTAND?

HE TURNED
HIMSELF INTO
THAT!

ON
PURPOSE!

AND HE KILLED MY MOM, AND
BURNED DOWN OUR HOUSE,
AND NOW HE IS TRYING
TO KILL ME.

MAYBE IT'S A GOOD
IDEA IF YOU COME
WITH US, SON.



HE TURNED
HIMSELF INTO
THAT THING.

AND
NO ONE
WILL TELL ME
WHY...



OH MY
GOD! OH MY
GOD!

PETER!

WE
SAW IT ON
CHANNEL
ONE.



I'M
OKAY.

OH MY
GOD!

I'M
OKAY.

OH, IF
ANYTHING
HAPPENED TO
YOU...

I'M --
OW!

MOM...



OH MAN -- HARRY.

SHOULD I TELL YOU
THE TRUTH?



HOW DO I TELL YOU? IF THAT MONSTER WAS YOUR
FATHER --

-- HE WASN'T HERE TO KILL YOU --
HE WAS TRYING TO KILL ME.

OR MAYBE BOTH OF US.
I DON'T EVEN KNOW.

I MEAN -- WHY WOULD
HE WANT TO KILL
EITHER OF US? WHY?

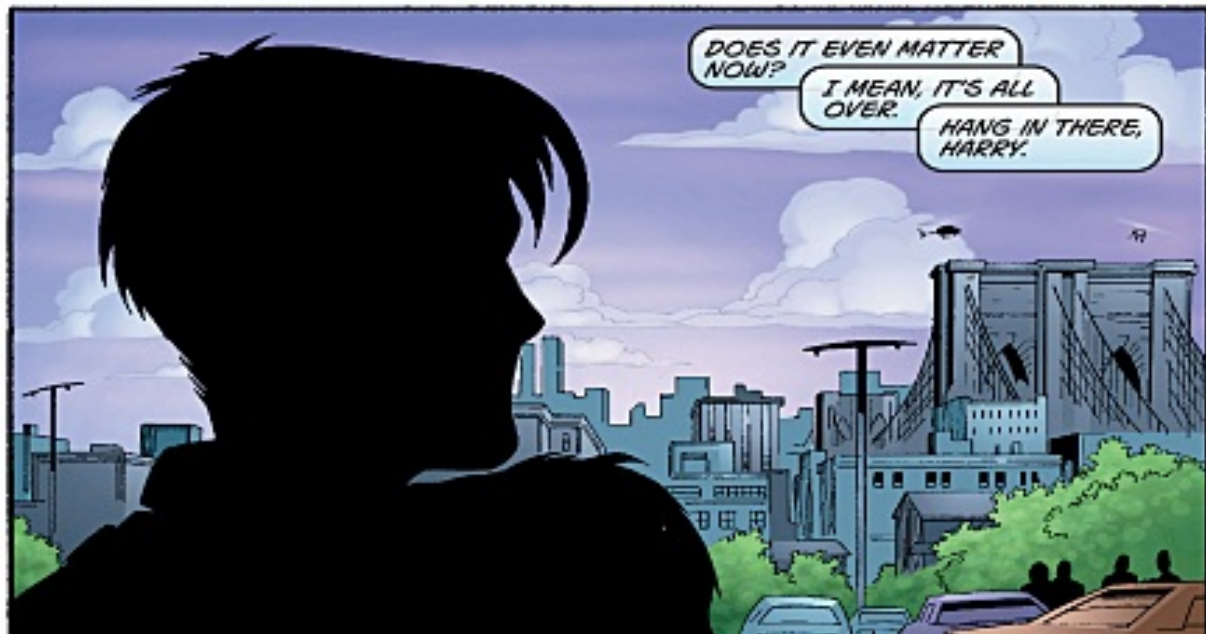


DID WHAT TURNED ME INTO
SPIDER-MAN TURN YOUR
DAD INTO THAT?

DID WHAT HAPPENED TO HIM
HAVE SOMETHING TO DO
WITH WHAT HAPPENED TO
ME?

I DON'T KNOW.

I DON'T EVEN REALLY
KNOW WHAT HAPPENED
TO ME YET.



DOES IT EVEN MATTER
NOW?

I MEAN, IT'S ALL
OVER.

HANG IN THERE,
HARRY.





Peter Parker
5'4" - 9" in.
140 lbs
a little nerdy
but cute -
according to
Daphne



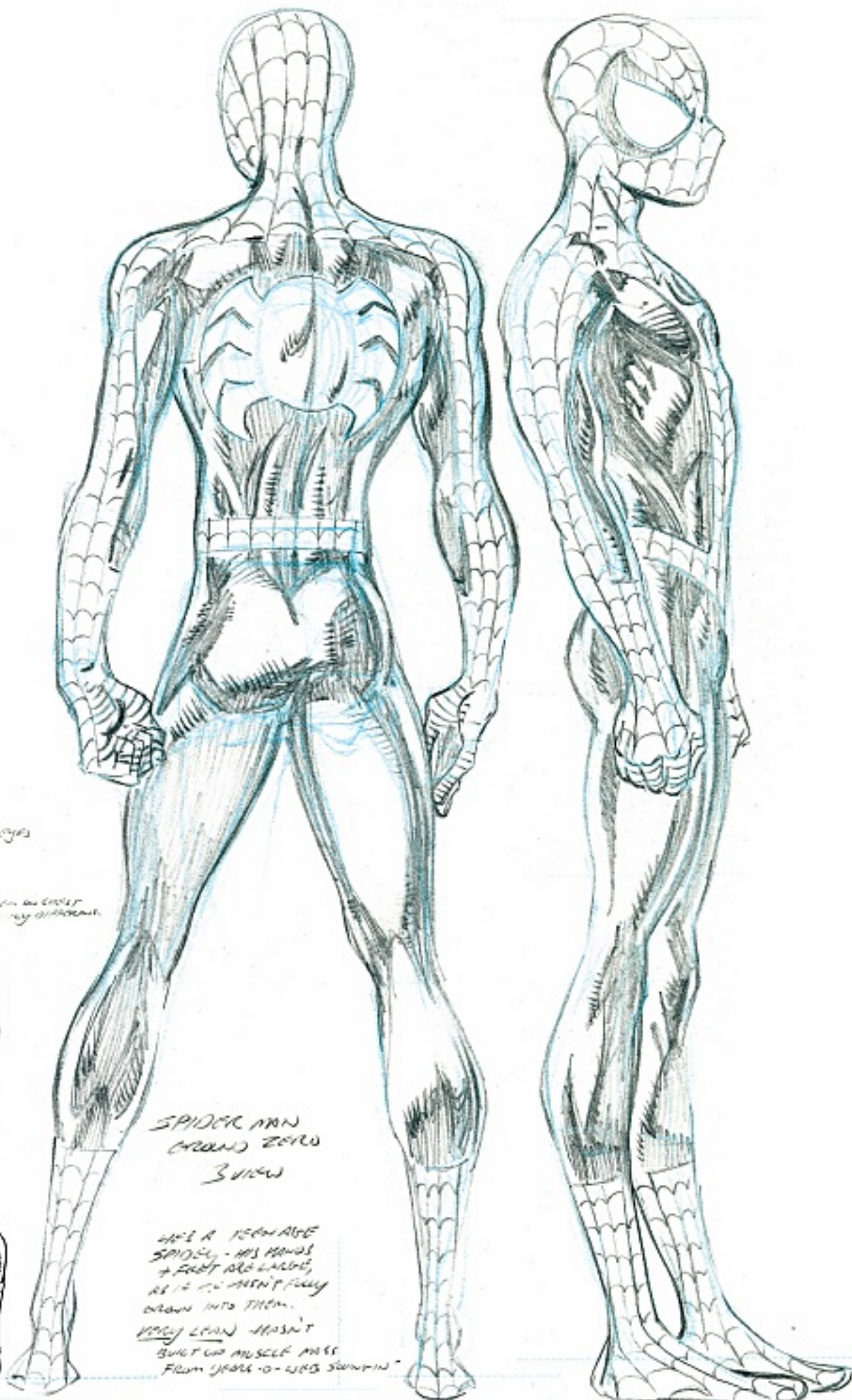
SPIDER-MAN



SPIDEY - 5'7"
about 135 lbs

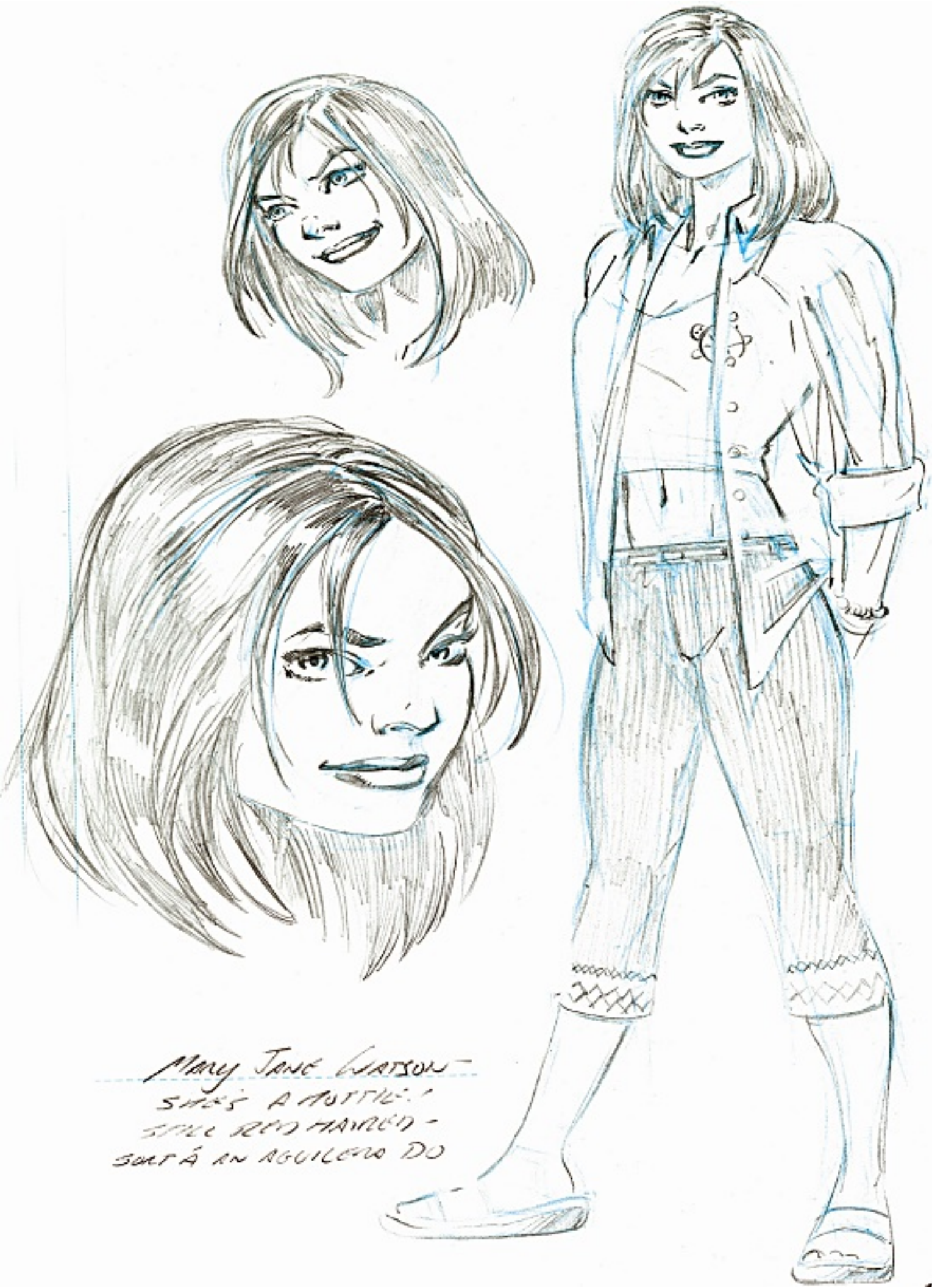
Large eyes

Spider-Man's eyes are large and very different.



SPIDER-MAN
GROUND ZERO
3 views

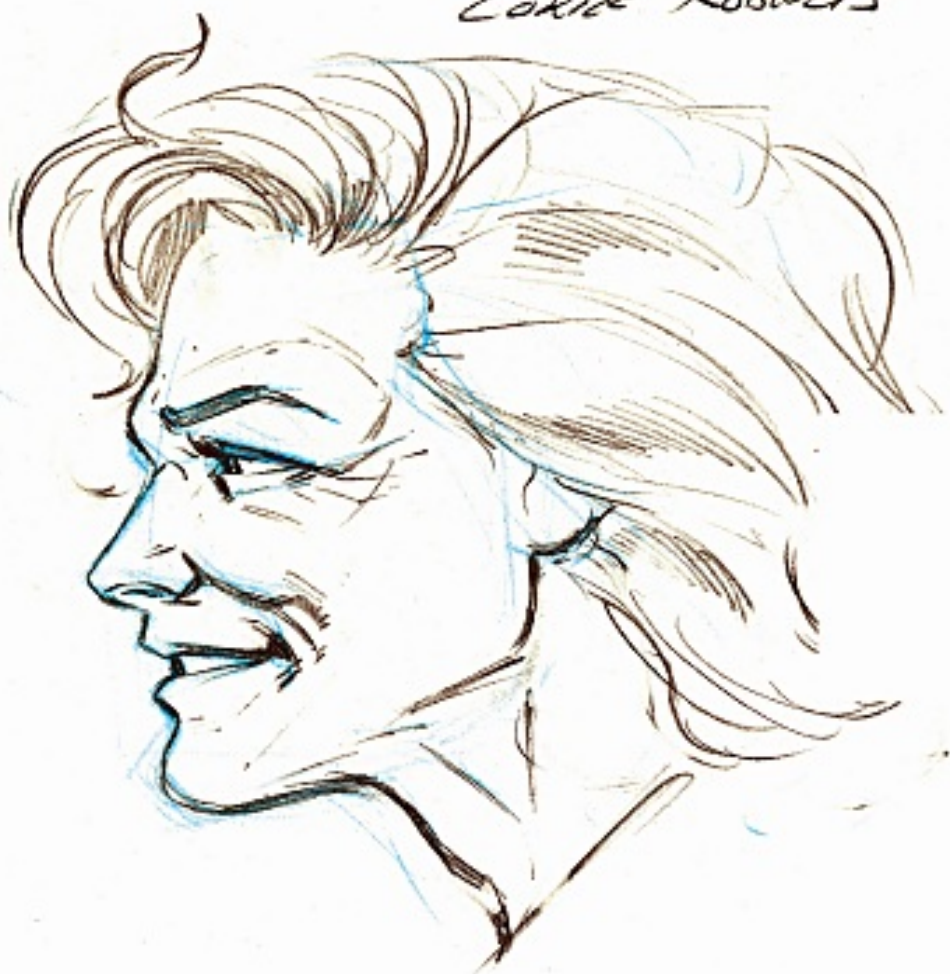
HE'S A TECHNICAL
SPIDER-MAN. HIS HANDS
& FEET ARE LARGE,
AS IF HE HADN'T FULLY
GROWN INTO THEM.
VERY LEAN - HASN'T
BUILT UP MUSCLE MASS
FROM "SPIDEY-G-1" OR "SPIDEY-G-2"



Mary Jane Watson -
 She's a hottie!
 Still red haired -
 sort of an Aguilera DO



Aunt May -
Cross Between
GENA ROWLAND +
CONIE ROBERTS





UNCLE BEN?
 LOOKS A LIT' LIKE
 TOM PUNCH
 MAYBE TOO HANDSOME?

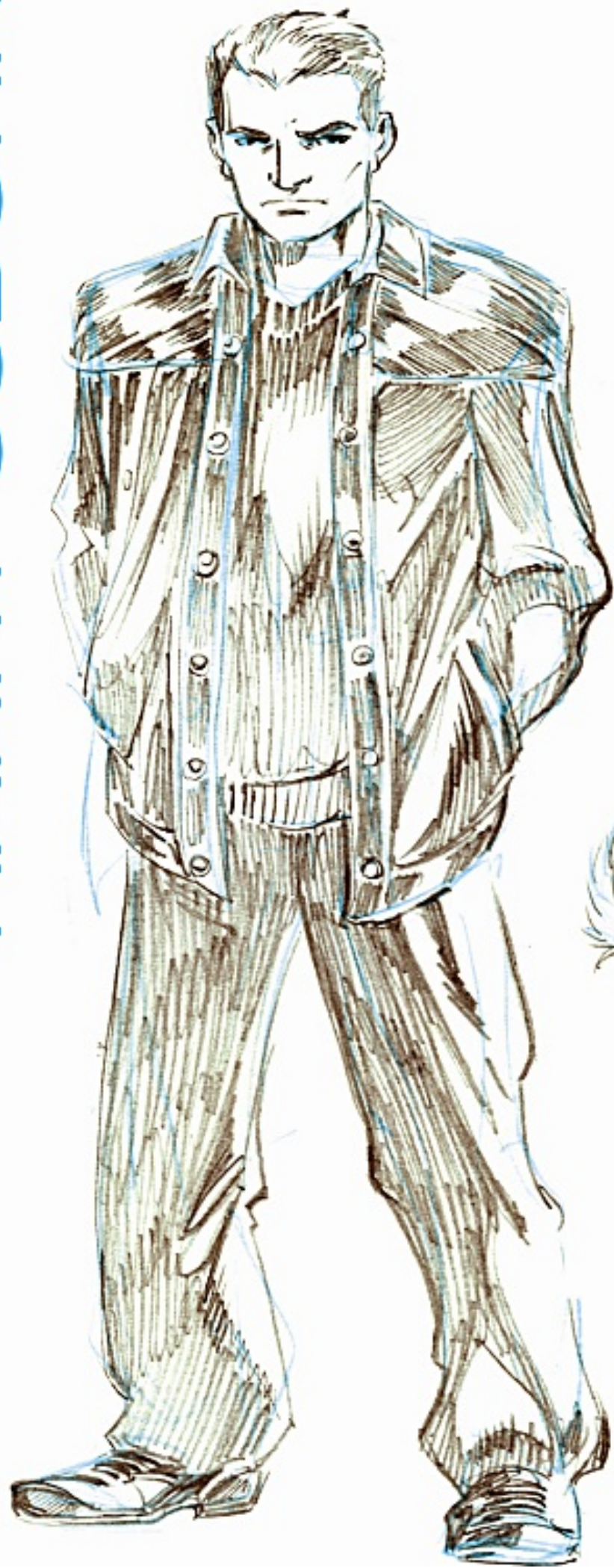
NORMAN OSBORN



GREEN GOBLIN



HARRY OSBORN



Harry Osborn







"A HERO FOR THE NEW MILLENNIUM."

— WIZARD MAGAZINE

"ONE OF THE MOST EMOTIONALLY RESONANT DEPICTIONS OF TEENDOM IN COMICS SINCE SPIDER-MAN'S DEBUT."

— ENTERTAINMENT WEEKLY

High school, puberty, first dances — there are many pitfalls to being young. Compound these with intense personal tragedy and super-powers, and you can start to visualize the world of Peter Parker, a.k.a. Spider-Man!

Witness the rebirth of a legend as Peter learns that with great power, there must also come great responsibility!

Collecting *Ultimate Spider-Man* #1-7, written by Brian Michael Bendis and illustrated by Mark Bagley, the longest-running creative team on a single title in Marvel Comics history!

MARVEL

PREMIERE
EDITION

